

NO0000000877

WOLFMAN & WOLFMAN
PROFESSIONAL ASSOCIATION

STANLEY WOLFMAN
DAVID J. WOLFMAN

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January 31, 2000

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Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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****122.50 *****78.75

Re: MITOCHONDRIAL ORGANIZATION, INC.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50.

A self-addressed stamped envelope has been provided for your convenience for the return of the recorded Articles.

Thank you for your cooperation in this matter.

Very truly yours,

DAVID J. WOLFMAN

FILED
00 FEB -4, AM 9: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DJW/ct *Claudia* GAVE
Enclosure

Article II - add
manner of election of directors.

PH 2/10/2000

ARTICLES OF INCORPORATION
OF
MITOCHONDRIAL ORGANIZATION, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – CORPORATE NAME

The name of this corporation is **MITOCHONDRIAL ORGANIZATION, INC.**

ARTICLE II – CORPORATE NATURE

This is a nonprofit corporation, organized solely to raise awareness and provide support to affected families and to create grants to fund research and education, pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III – DURATION

The term of the existence of the corporation is perpetual.

ARTICLE IV – GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To raise awareness of Mitochondrial Diseases and provide support for affected families.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 © (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distributions to organizations

qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V – MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted.

B. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Katherine Elizabeth McElhinny	2861 St. James Lane Melbourne, Fl 32935
Christine Marie Golden	500 Wickham Lakes Dr. Melbourne, Fl 32940
Faith Angelique Varcadipane	201 Dover St. Satellite Beach, Fl 32937

The manner of election of the directors shall be as stated in the bylaws.

ARTICLE VI – EARNINGS AND ACTIVITIES OR CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code, as amended, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, as amended.

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII – DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code as amended, as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as

such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII – MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE IX – SUBSCRIBERS

The names and residence addresses of the Subscriber of this corporation is as follows:

Name	Address
Katherine Elizabeth McElhinny	2861 St. James Lane Melbourne, Fl 32935

ARTICLE X – AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Law.

ARTICLE XI – DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual, except as specifically stated herein.

ARTICLE XII – PRINCIPAL OFFICE AND REGISTERED AGENT

The corporation's principal office shall be located at 2861 St. James Lane, Melbourne, FL 32935 and the name of its registered agent at said address shall be Katherine Elizabeth McElhinny.

ARTICLE XIII – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this corporation.

Katherine Elizabeth McElhinny, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of Incorporation, this

29th day of January 2000.

Katherine Elizabeth McElhinny
SUBSCRIBER-INCORPORATOR

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared **KATHERINE ELIZABETH McELHINNY**, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and she acknowledged before me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29 day of JANUARY, 2000.



Claudia Tharpe
NOTARY PUBLIC
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **MITOCHONDRIAL ORGANIZATION, INC.**, at the place designated in the Articles of Incorporation, I, Katherine Elizabeth McElhinny, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 1-29-2000

Katherine Elizabeth McElhinny
KATHERINE ELIZABETH McELHINNY

FILED
00 FEB -4 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA