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FLORIDA NON-PROFIT CORPORATION

ARACHNOIDITIS FOUNDATION, INC

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**ARTICLES OF INCORPORATION
OF
ARACHNOIDITIS FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE 1 Name.

The name of the corporation shall be:

ARACHNOIDITIS FOUNDATION, INC.

ARTICLE 2 Address.

The address of the principal office and the mailing address of the corporation is:

350 Blue Mountain Beach Road
Santa Rosa Beach, Florida 32459

ARTICLE 3 Initial Registered Office and Agent.

The street address of the initial registered office of the corporation is:

350 Blue Mountain Beach Road
Santa Rosa Beach, Florida 32459

The name of its initial registered agent at that address is:

J. Antonio Aldrete

ARTICLE 4 No Members.

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE 5 Not For Profit.

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit and is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under IRC § 501(c)(3). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part

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of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under IRC § 501(c)(3).

ARTICLE 6 Duration.

The duration (term) of the corporation is perpetual.

ARTICLE 7 Purposes.

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to:

1. To disseminate knowledge of the disease, Arachnoiditis, among medical practitioners, scientists, nurses, therapists, counselors and other providers.
2. To inform the general public of the causes, diagnosis, and treatment of Arachnoiditis.
3. To encourage among government officials, insurance companies, and overseers of medical care, the recognition of Arachnoiditis as a disease and its treatment as a goal to improve the quality of life of those who suffer from this illness.
4. To facilitate the learning of new approaches to the diagnosis and treatment of Arachnoiditis.
5. To provide scholarships for high school, college and medical students who demonstrate an interest in study and research of Arachnoiditis and related disciplines.

ARTICLE 8 Powers.

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

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C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9 Limitation.

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), trustees, directors, officers or any private persons, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

ARTICLE 10 Tax Exempt Status.

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation IRC § 501(a) as an organization described in IRC § 501(c)(3) and which is other than a private foundation as defined in IRC § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to such extent as would result in the loss of exemption under IRC § 501(c)(3). The corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

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 (or corresponding section of any future Federal tax code) or, (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE 11 Dissolution.

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine or shall be distributed to the Federal government, or to a state or local government, for a public purpose. For purposes of this article, an organization is a "qualified organization"

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only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC § 170(c)(1) or IRC § 170(c)(2)(B) and is described in IRC § 509(a)(1), (2) or (3).

ARTICLE 12 Board of Directors.

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

ARTICLE 13 Officers.

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE 14 Incorporators.

The name and street address of each Incorporator is as follows:

J. Antonio Aldrete	Valentina Aldrete
350 Blue Mountain Beach Road	350 Blue Mountain Beach Road
Santa Rosa Beach, Florida 32459	Santa Rosa Beach, Florida 32459

ARTICLE 15 Bylaws.

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 16 Amendment.


The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 17 Indemnification and Civil Liability Immunity.

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

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21 I, the undersigned incorporator have signed these articles of incorporation on the day of March, 2000.


J. ANTONIO ALDRETE

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of FS § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation:

Arachnoiditis Foundation, Inc.

2. Name and address of the registered agent and office:

J. Antonio Aldrete
350 Blue Mountain Beach Road
Santa Rosa Beach, Florida 32459

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 27 day of March, 2000.


J. ANTONIO ALDRETE

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