

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N0000006

06390

Society of Regenerative Medicine  
and Stem Cell Biology, Incorporated

300003404603--4  
-09/26/00--01052--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- ☒ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 1 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

FILED  
00 SEP 26 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 SEP 26 AM 10:42  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF THE  
SOCIETY OF REGENERATIVE MEDICINE AND STEM CELL BIOLOGY,  
INCORPORATED**

**ARTICLE I  
NAME**

The name of this corporation is the Society of Regenerative Medicine and Stem Cell Biology, Incorporated.

**ARTICLE II  
LOCATION OF OFFICE AND REGISTERED AGENT**

The address of the principal place of business of this corporation is 1600 SW Archer Rd., Room M-641 H, P.O. Box 100275, University of Florida, Gainesville, FL 32610 and the name of this corporation's initial registered agent at such address is Dr. Bryon E. Petersen.

**ARTICLE III  
PURPOSES**

**Section 1.** This corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The purpose of this corporation includes the promotion, encouragement, and assistance in research into stem cell biology and associated fields related to regenerative medicine. The corporation shall promote stem cell biology and regenerative medicine education and research, and the use of the results of stem cell biology and regenerative medicine projects within the United States and elsewhere.

**Section 2.** All the assets and earnings of this corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its

FILED  
00 SEP 26 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation.

#### **ARTICLE IV** **POWERS**

This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida.

#### **ARTICLE V** **INCORPORATORS**

The name and residence of each incorporator is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Bryon E. Petersen, Ph.D	University of Florida 1600 SW Archer Road, Room M-641 H P.O. Box 100275 Gainesville, FL 32610
S.P.S. Monga, M.D.	University of Pittsburg Department of Pathology Room S413, BST Pittsburg, PA 15261

**ARTICLE VI**  
**MEMBERSHIP**

**Section 1.** The membership of this corporation shall consist of persons who are interested in the scientific and educational purposes of the corporation and who meet such additional qualifications as may be prescribed in the bylaws of this corporation. Qualified persons shall become members of the corporation upon approval or acceptance in any manner by the Board of Directors.

**Section 2.** The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

**Section 1.** The Board of Directors of the corporation shall consist of not less than five (5) or more than twenty-five (25) persons who shall be chosen as provided in the bylaws.

**Section 2.** The Board of Directors may, pursuant to a resolution adopted by a majority of the full Board, designate three or more of its members to constitute an Executive Committee, which, to the extent provided in such resolution, may exercise the powers of the Board.

**ARTICLE VIII**  
**BYLAWS**

Bylaws will be adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and such proposed amendments may then be adopted by a vote of two-thirds (2/3) of the directors of this corporation.


**ARTICLE X**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida.

**ARTICLE XI**  
**DISSOLUTION**

Upon dissolution or winding up of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed such scientific, educational, and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, and none of the assets will be distributed to any members, directors, or officers of this corporation.

The undersigned, constituting the incorporators of this corporation, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida, have executed these Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, 2000.

  
\_\_\_\_\_  
Bryon E. Petersen

STATE OF FLORIDA  
COUNTY OF ALACHUA

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Dr. Bryon E. Petersen who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Kathleen Conture

Notary Public, State of Florida at Large  
My Commission Expires: \_\_\_\_\_



Kathleen Conture  
My Commission CC925100  
Expires April 04, 2004

FILED  
00 SEP 26 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Personally Known \_\_\_\_\_ or Produced Identification ✓

Type of Identification Produced Gator Card

### Certificate of Registered Agent

Having been named as registered agent and to accept service of process for the above-described corporation at the place designated in this certificate, I 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.

\_\_\_\_\_  
Date

A handwritten signature of Dr. Bryon E. Petersen in black ink.

\_\_\_\_\_  
Dr. Bryon E. Petersen  
Registered Agent