

A/O 1000 008792

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((((H01000122001 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813)223-7000  
Fax Number : (813)229-4133

FILED  
01 DEC 17 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**Hammesfahr Foundation of Hope, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

DEC 17 2001

AUDIT NO. H01000122001 0

**ARTICLES OF INCORPORATION  
OF  
HAMMESFAHR FOUNDATION OF HOPE, INC.**

FILED  
01 DEC 17 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is Hammesfahr Foundation of Hope, Inc. The principal place of business and mailing address is 600 Druid Road East, Clearwater, Florida 33756-3912.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect. In furtherance of such purposes, the Corporation may (i) sponsor and present, for the benefit of doctors of neurological medicine, education professionals, and members of the general public, educational seminars and programs on the diagnosis and treatment of cerebral vascular disease, stroke, learning disabilities, brain injuries, and/or spinal cord injuries; (ii) conduct clinical studies on the various medical treatments for humans of cerebral vascular disease, stroke, learning disabilities, brain injuries, and/or spinal cord injuries, and present, at seminars or institutes, and publish, in medical journals and other publications, the results of such clinical studies; (iii) provide scholarships, stipends, and other financial assistance to persons with cerebral vascular disease, stroke, learning disabilities, brain injuries, and/or spinal cord injuries, who cannot afford to pay for any or all of their treatment costs; (iv) provide scholarships, stipends, and other financial assistance to healthcare, education, and other professionals who specialize in diagnosing and treating persons diagnosed with cerebral vascular disease, stroke, learning disabilities, brain injuries, and/or spinal cord injuries; and (v) perform such other actions that support or advance the tax exempt purposes of the Corporation as determined by its board of directors.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or

Prepared by: Cristin Conley, Esquire, Carlton Fields, P.A., One Harbour Place,  
Tampa, FL 33602 (813) 223-7000 Fla. Bar No. 123153

TPA#1620747.02  
AUDIT NO. H01000122001 0

AUDIT NO. H01000122001 0

more of its purposes), no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

#### ARTICLE IV

##### Members

The Corporation shall have no members.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 600 Druid Road East, Clearwater, Florida 33756-3912, and the name of its initial registered agent at such address is William M. Hammesfahr, M.D.

#### ARTICLE VI

##### Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
William M. Hammesfahr, M.D.	600 Druid Road East Clearwater, Florida 33756-3912
Gina P. Hammesfahr	600 Druid Road East Clearwater, Florida 33756-3912
Bruce Payne	500 N. Duke St., Suite 55-302 Durham, North Carolina 27701

**ARTICLE VII****Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

**Name****Address**

William M. Hammesfahr, M.D.

600 Druid Road East  
Clearwater, Florida 33756-3912

**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX****Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X****Prohibition**

The board of directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under section 501(c)(3) of the Code, or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

**ARTICLE XI****Indemnification**

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation.

**ARTICLE XII****Dissolution**

Upon a dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

FROM: CF 5TH FL

FAX NO.: 8132294260

12-17-01 02:27P P.05

AUDIT NO. H01000122001 0

Dated this 8 day of August 2001.

  
William M. Hammesfahr, M.D.  
Incorporator

H01000122001 0

TPA#1620747.02

FROM: CF 5TH FL

FAX NO.: 8132294260

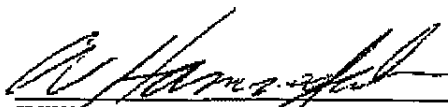
12-17-01 02:27P P.06

AUDIT NO. H01000122001 0

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 8 day of August 2001.

  
William M. Hammesfahr, M.D.  
600 Druid Road East  
Clearwater, Florida 33756-3912

FILED  
01 DEC 17 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUDIT NO. H01000122001 0

TPA#1620747.02