

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

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1.) Epilepsy International, Inc.
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SPECIAL INSTRUCTIONS

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**ARTICLES OF INCORPORATION
OF
EPILEPSY INTERNATIONAL, INC.
(a corporation not for profit)**

The undersigned incorporation hereby submits these Articles of Incorporation, pursuant to Chapter 617.0202, Florida Statutes.

ARTICLE I. NAME

The name of the corporation is Epilepsy International, Inc. (The "Corporation") and the mailing address and principal office of the Corporation are 1925 Brickell Avenue, # D609 Miami, Florida 33129.

ARTICLE II. EXISTENCE

The duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE III. PURPOSE

The purposes for which the Corporation is organized are:

To cultivate, promote, foster, sponsor and develop educational conferences and seminars related to epilepsy and associated neurological and medical disorders. The goals and objectives of the Corporation in organizing, sponsoring and developing such educational conferences and seminars are to educate the medical community in, among other things: (1) the most current leading research with regard to epilepsy; (2) the presentation of basic and clinical research results to foster the development of future research in the epilepsy field; (3) to foster discussion among the participants with regard to new areas of research; and (4) to allow for non-attendees to foster an educational benefit by simulcasting the seminars and conferences.

The general purposes for which the Corporation is organized are exclusively for such educational and scientific purposes as will qualify it as an exempt organization under Section

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501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of successor law.

The purposes for which this Corporation is organized are exclusively educational and scientific within the meaning of Section 501(c)(3) of the Code: and, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code Section 501(c)(3), contributions to which are deductible for federal income, gift and estate tax purposes.

In furtherance of the Corporation's foregoing purposes, the Corporation shall be further authorized:

i) To receive and maintain personal and real property, or both and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for the foregoing educational and other purposes.

ii) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

iii) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

iv) To use, expend or distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

v) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

vi) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

vii) To contract and be contracted with, and to sue and be sued.

viii) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

ix) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

x) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

xi) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the education and scientific purposes for which this Corporation is formed.

xii) Do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies for exemption under § 501(c)(3) of the Code.

This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and the Corporation may reimburse its members, directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation). No member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any organizations described in Code §§ 501(c)(3) and 170(c)(2) of the Code as specified herein.

No substantial part of the activities of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation other than as

permitted in Section 501(h) of the Code. This Corporation shall not participate in or intervene in or do any other act in connection with, any political campaign on behalf of, or in opposition to, any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

All the property of this Corporation is and shall be irrevocably dedicated to educational or scientific purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for educational or scientific purposes which, at the time of such dissolution, qualify as an organization described in Code §§ 501(c)(3) and 170(c)(2), or any corresponding section of any prior or future Internal Revenue Code, or any governmental agency for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such educational and scientific purposes, or to such organization or organizations organized and operated exclusively for such educational and scientific purposes, as said court shall determine.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 2800, Miami, FL 33131 and the name of its initial registered agent at such address is KTG&S Registered Agent Corporation.

ARTICLE V - MEMBERS

This Corporation shall have Members. The classes of Members, and the manner in which Members shall be admitted to membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VI. MANAGEMENT

With respect to the operation of this Corporation, power shall be exercised, its property controlled, and its affairs conducted by a board of directors, who shall be chosen as set forth in the bylaws of the Corporation. The number of directors of the Corporation shall be three; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this Corporation, but shall not be less than three.

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
R. Eugene Ramsay, MD	Miami VA Medical Center 1926 Brickell Ave, D-1708 Miami, FL 33129
A James Rowan, MD	Neurology Service -127 VA Medical Center 130 West Kingsbridge Road, Bronx, NY 10468
B. Joe Wilder, MD	10530 NW 15 Place Gainesville, FL 32606

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Member or Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Members for their vote. Amendments may be adopted by a majority of the Members of the Corporation at a meeting in which a quorum exists.

ARTICLE VIII. DISSOLUTION

In the event of dissolution, after payment or provision for payment of all debts and liabilities of the Corporation, the residual assets of the organization will be turned over to one or more not-for-profit fund, foundation or corporation which themselves are exempt as organizations described in Section 501(c)(3) 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.

ARTICLE IX.

The name and address of the incorporator is: R. Eugene Ramsay, MD

Miami VA Medical Center
1925 Brickell Ave, D-1708
Miami, FL 33129

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be adopted at the first meeting of the Members. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLES XI - OFFICERS

This Corporation shall have those officers designated in the Bylaws from time to time.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XIII - STOCK

This Corporation shall not have capital stock.

ARTICLE XIV - PRIVATE FOUNDATION

In any tax year in which the Corporation has been, or can be, characterized as a "private foundation" within the meaning of Section 509 of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

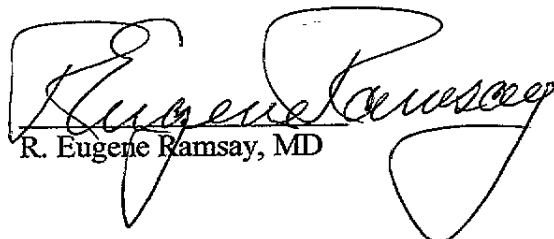
Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

In witness whereof, the undersigned being the incorporation of this Corporation have executed these Articles of Incorporation. _____

Signature of Incorporator:


R. Eugene Ramsay, MD

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of EPILEPSY INTERNATIONAL, INC., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT CORP.

By: 
Michael Kosnitzky, President

Dated: September 6, 2002

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