

N03000003027

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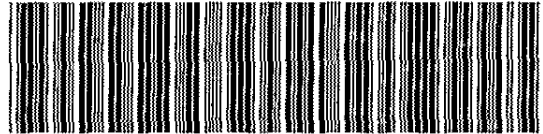
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CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Alzheimer's Center
and Research Institute, Inc.

Signature _____

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Name

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA ALZHEIMER'S CENTER
AND RESEARCH INSTITUTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts these Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the not-for-profit corporation is FLORIDA ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC. ("Corporation"), document number N03000003027.

SECOND: The Directors are the sole voting members of the Corporation. The following Amendments to the Articles of Incorporation were adopted by the Directors of the Corporation, the number of votes cast for these Amendments being sufficient for approval, on the 15th day of April, 2004:

**ARTICLE I.
NAME AND SEAL**

1. The name of the Corporation shall be JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC.
2. The Corporation shall have an identifiable impression type seal, provided, however, that such seal should always contain the words, "Corporation Not for Profit."

**ARTICLE II.
CORPORATE PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they may exist or as they may hereinafter be amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the Corporation which is an organization described in Section 501(c)(3), Section 509(a)(1) and Section 170(b)(1)(A)(iii) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

1. Govern and operate the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute (the "Institute") pursuant to Section 1004.445, Florida Statutes, through the operation of a health care consortium, designed to accommodate the health maintenance and disease prevention, detection and treatment needs of the communities which the Institute serves;

2. Be a statewide research institute, a national resource for basic research, clinical research and multidisciplinary approaches to patient treatment;

3. Serve as a community resource through outreach and communication efforts; and

4. Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

A. No part of its net earnings shall inure to the benefit or be distributed to any member, director, officer or individual except in the form of reasonable compensation for services rendered to the Corporation which are unrelated to board duties; and

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 except as authorized under the Internal Revenue Code.

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 (b) by a corporation, contributions to which are deductible under Section 170(b)(1)(A) of the Internal Revenue Code.

THIRD: Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of FLORIDA ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC. on this 4th day of May, 2004.

FLORIDA ALZHEIMER'S CENTER AND
RESEARCH INSTITUTE, INC.,
a Florida not-for-profit corporation

By: 

Its: Chief Executive Officer

Print Name: Huntington Potter