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☐ PICK-UP

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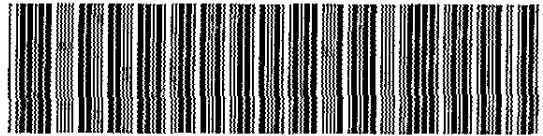
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03 APR - 7 PM 12:30
TALLAHASSEE, FLORIDA
STATE
DIVISION OF CORPORATIONS



300015158393

04/07/03--01052--004 **122.50

FILED
03 APR - 7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/03-9848

OB 4/9

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Florida Alheimers Center

File 2nd

Signature

Requested by:

SW

4/7

Name

Date

Time

Walk-In

Will Pick Up

- ☒ 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 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 8, 2003

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

CAPITAL CONNECTION

SUBJECT: FLORIDA ALZHEIMER'S CENTER AND RESEARCH INSTITUTE,
INC.
Ref. Number: W03000009848

We have received your document for FLORIDA ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 003A00020793

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03 APR - 8 PM 3:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

de la PARTE & GILBERT
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

VIVIAN ARENAS
DAVID M. CALDEVILLA*
RONALD A. CRISTALDI
EDWARD P. de la PARTE, JR.
L. DAVID de la PARTE
DAVID D. DICKEY
CHARLES R. FLETCHER
RICHARD A. GILBERT†**
DANIEL J. MCBREEN
PATRICK J. MCNAMARA

* BOARD CERTIFIED APPELLATE LAWYER
* BOARD CERTIFIED IN BUSINESS LITIGATION LAW
† BOARD CERTIFIED CIVIL TRIAL LAWYER

VIA COURIER

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Dissolution
Florida Alzheimer's Center and Research Institute, Inc.

Dear Sir or Madam:

Enclosed for filing are the original Articles of Dissolution for Florida Alzheimer's Center and Research Institute, Inc. (the "Corporation"), dated April 4, 2003. Please note that the Corporation is releasing and will no longer use the name "Florida Alzheimer's Center and Research Institute, Inc."

Thank you in advance for your time and cooperation. Please do not hesitate to call us if you have any questions regarding the above or the enclosed.

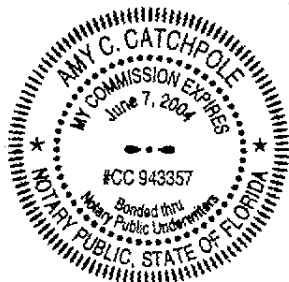
Sincerely,

de la PARTE & GILBERT, P.A.

Ronald A. Cristaldi
General Counsel for the Florida Alzheimer's
Center and Research Institute, Inc.

/lcs
Enclosure

Acknowledged before me this 4th day of April, 2003 by Ronald A. Cristaldi, who is personally known to me.



Amy C. Catchpole
Print Name: Amy C. Catchpole
Notary Public, State of Florida
Serial No., if any:

101 E. KENNEDY BLVD.
SUITE 3400
POST OFFICE BOX 2350
TAMPA, FLORIDA 33601-2350
(813) 229-2775
FACSIMILE (813) 229-2712

FOUNDER
LOUIS A. de la PARTE, JR.

FILED
03 APR -7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
03 APR -7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, (the "Corporation") does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I.
NAME AND SEAL**

1. The name of the Corporation shall be FLORIDA 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 Florida 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.

ARTICLE III.

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

1. Powers. In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article II of these Articles, the Corporation shall have the power to:

A. Have succession by its corporate name for a period set forth in its Articles of Incorporation;

B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

C. Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words, "Corporation Not for Profit;"

D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, provided that members of the board of directors will receive no compensation for such services, except those services rendered to the Corporation which are unrelated to board duties;

E. Adopt, change, amend and repeal Bylaws not inconsistent with law or these Articles for the administration of the affairs of the Corporation and the exercise of its corporate powers;

F. Increase, by a vote of its members cast as the Bylaws may direct, the number of its directors, so that the number shall not be less than sixteen (16) persons, but may be any number in excess thereof, not to exceed twenty-one (21) persons, provided that the board of directors of the Corporation shall consist of the President of the University of South Florida and the Chair of the State Board of Education, or their designee, five (5)

representatives of the State University, and no fewer than nine (9) nor more than (14) fourteen representatives of the public who are neither medical doctors nor state employees;

G. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, secure any of its obligations by mortgage and pledge all or any of its property, franchises or income;

H. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

I. Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated;

J. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any license and other rights or interests thereunder or therein;

K. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

L. Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

M. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested, except as prohibited by Section 617.0833, Florida Statutes;

N. Make and receive donations for the public welfare or for religious, charitable, scientific, literary, educational or other similar purposes;

O. Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit, and further provided that the Board of Education of the State of Florida must approve any such merger or consolidation; or

P. Have and exercise all powers of a corporation organized pursuant to Chapter 617, Florida Statutes, necessary or convenient to effect any or all the purposes for which the Corporation is organized.

2. Limitations on Powers. The Corporation shall not have the power to:
- A. Convey, lease, pledge or otherwise encumber assets of the State of Florida;
 - B. Issue stock, nor pay dividends;
 - C. Attempt to influence legislation as a substantial part of its activities;
 - D. Allow any part of its income to inure to the benefit of directors, officers or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to board duties;
 - E. Participate to any extent in any political campaign for or against any candidate for public office; or
 - F. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(b)(1)(A) of such Code, and regulations as they now exist or as they may hereafter be amended.

ARTICLE IV. **MEMBERSHIP**

1. Members. The members of the Corporation shall be the board of directors, who shall be the sole voting members of the Corporation.
2. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such a manner and who shall have such rights and privileges as are set forth in the Bylaws but who shall not have the right to vote and who shall not be members of the board of directors.

ARTICLE V. **DURATION**

The Corporation shall have perpetual existence.

ARTICLE VI. **MANAGEMENT**

1. The affairs for the Corporation shall be managed by a board of directors who shall serve without compensation. The board of directors shall consist of not less than sixteen (16), nor more than twenty-one (21) directors. The board shall have the authority to set the exact number of board members as may be required from time to time. Directors shall be elected by a majority vote of the board, shall have only one vote, shall serve a term of three (3) years, and may be re-elected to the board. The board of directors shall be comprised of the following:

- A. The President of the University of South Florida;
- B. The Chair of the Board of Education, or the Chair's designee;
- C. Five (5) representatives of the State University System; and
- D. No fewer than nine (9) nor more than fourteen (14) public representatives.

2. The names and street addresses of the initial directors are:

Richard A. Beard, III
R.A. Beard Company
100 N. Tampa St., Suite 3175
Tampa, Florida 33602

Phil Handy
Chair
State Board of Education
325 W. Gaines St., Suite 1548
Tallahassee, Florida 32399

Steven G. Burton
Broad and Cassel
100 N. Tampa St., Suite 3500
Tampa, Florida 33602

Dr. Huntington Potter
12901 Bruce B. Downs Blvd.
MDC 7
Tampa, Florida 33612

Speaker Johnnie B. Byrd, Jr.
The Florida House of Representatives
420 The Capitol
402 South Monroe Street
Tallahassee, Florida 32399-1300

Dr. Jill B. Quadagno
Pepper Institute on Aging &
Public Policy
636 West Call Street
Tallahassee, Florida 32303-1121

Phyllis Cobb
Sarasota Memorial Hospital
761 John Ringling Blvd., Unit A5
Sarasota, Florida 34236

Sam Rashid
3621 Sugarloaf Lane
Valrico, Florida 33595

Thomas R. Conklin
1133 Fourth Street, Suite 200
Sarasota, Florida 34236

Daniel D. Raulerson
101 East Mahoney Street
Plant City, Florida 33563

President Judy L. Genshaft, Ph.D.
University of South Florida
Office of the President
4202 E. Fowler Ave., ADM 241
Tampa, Florida 33620-6150

Robert G. Roskamp
1226 North Tamiami Trail
Suite 100
Sarasota, Florida 34236

Amy T. Giordano
2309 Watrous Avenue
Tampa, Florida 33629

D. Howard Stitzel III
206 N. Collins Street
Plant City, Florida 33563

Dr. Wayne Goodman
Post Office Box 100256
Gainesville, Florida 32610-0256

Marge Weppier
6651 Oakbrook Circle
Bradenton, Florida 34202

3. The officers of the Corporation shall be a Chair, Vice-Chair, Chief Executive Officer, Secretary and Treasurer. These officers shall be elected by majority vote of the board. Any other officers shall be selected and appointed as provided in the Bylaws.

ARTICLE VII.
INCORPORATOR AND INITIAL PRINCIPAL OFFICE

The name and address of the Incorporator of the Corporation is:

L. David de la Parte, Esq.
de la Parte & Gilbert, P.A.
101 East Kennedy Boulevard, Suite 3400
Tampa, Florida 33602

The initial principal office of the Corporation shall be the Office of the Incorporator.

ARTICLE VIII.
AMENDMENTS TO BYLAWS AND
ARTICLES OF INCORPORATION

1. The Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the board of directors at any regular or special meeting of the board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended or repealed; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

2. The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) vote of the board of directors at a regular or special meeting of the board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the approval of the Florida Board of Education of the State of Florida; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Amendment to the Articles of Incorporation is to be voted upon.

ARTICLE IX.
REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of L. David de la Parte, de la Parte & Gilbert, P.A., 101 East Kennedy Blvd., Suite 3400, Tampa.

Florida 33602. Corporation hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the state, to serve in such capacity until a successor is selected duly designated.

**ARTICLE X.
INDEMNIFICATION**

The Corporation shall indemnify any director or officer of the Corporation, or any former director or officer of the Corporation.

**ARTICLE XI.
DEDICATION OF ASSETS**

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code or corresponding sections of any prior or future law or to the Federal government or to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the Board of Education of the State of Florida.

**ARTICLE XII.
EMPLOYEES**

Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this 3rd day of April, 2003.



L. David de la Parte
INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, L. David de la Parte to me known to be the person described in and who executed the Articles of Incorporation, and acknowledged before me that he executed the said Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of April, 2003.





Notary Public, State of Florida

Print, type or stamp

name: Amy C. Catchpole

My Commission Expires:

Serial No., if any _____

#150621v4/030109-1

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
03 APR -7 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

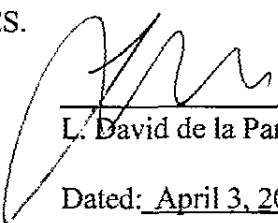
FLORIDA ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA,
HAS NAMED L. DAVID DE LA PARTE LOCATED AT DE LA PARTE & GILBERT, P.A.,
101 EAST KENNEDY BLVD., SUITE 3400, TAMPA, FLORIDA 33602, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



L. David de la Parte
INCORPORATOR

Dated: April 3, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



L. David de la Parte

Dated: April 3, 2003