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Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**HANNAH'S HOPE, INC.**

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION**

**OF**

**HANNAH'S HOPE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.**

**NAME OF CORPORATION**

The name of this corporation shall be:

Hannah's Hope, Inc.

The principal address and the mailing address of the corporation shall be:

c/o E. John Wagner II  
200 South Orange  
Sarasota, Florida 34236

**II.**

**PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for the promotion of the corporation's charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. 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. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3), of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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The specific purposes of the corporation include without limitation:

- i. To provide the means and support for the development of medical treatments for mitochondrial diseases and related disorders by promoting the advancement and development of research of mitochondrial diseases and treatments, including biochemistry, genetics, disease, prevention, diagnosis and treatment;
- ii. To foster public education and training regarding mitochondrial diseases and related disorders; and
- iii. To provide a platform for communication and dissemination of knowledge among scientists, physicians, and others interested in mitochondria diseases and related disorders.

**III.  
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

**IV.  
MEMBERS**

Membership in the corporation shall be as set forth in the Bylaws.

**V.  
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

**VI.  
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VII.  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 S. Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is E. John Wagner II.

**VIII.  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is as follows:

E. John Wagner II  
200 South Orange Avenue  
Sarasota, Florida 34236

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**IX.  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

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TALLAHASSEE, FLORIDA

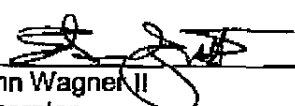
**X.  
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**XI.  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of April 2004.

  
E. John Wagner II  
Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of Hannah's Hope, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.

  
E. John Wagner II  
Registered Agent

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