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FLORIDA NON-PROFIT CORPORATION

JSPD Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
JSPD FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not-for-profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be **JSPD FOUNDATION, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be P.O. Box 616520, Orlando, Florida 32861-6520.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV
PURPOSES AND GENERAL POWERS**

This Corporation, an organization described in Section 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, hereafter, the "Code") shall be organized and operated exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) and in this connection, shall raise, receive, maintain and manage a fund solely for the use and benefit of patients suffering from Parkinson's Disease, their caregivers and support groups ("Parkinson's Community") either directly or through other Parkinson's Disease related foundations at the national and state levels that are exempt from Federal income tax under Section 501(c)(3) of the Code. Our long-term efforts include increasing public awareness and promoting mutual understanding and respect between the public and the Parkinson's Community.

This Corporation shall have all of the powers enumerated in the Florida Not-for-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted to be carried on by (1) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE V
PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office.

ARTICLE VI
MEMBERSHIP

This Corporation shall not have members, only appointed Trustees.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, and the initial registered agent of the Corporation at that address shall be W. Charles Shuffield, Esquire. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII
INITIAL BOARD OF TRUSTEES

The Board of Trustees shall be appointed and their number either increased or diminished from time to time as provided in the Bylaws, provided that there should not be less than three (3) Trustees. Trustees may be removed with or without cause. The names and addresses of the initial Trustees are as follows:

INCORPORATING BOARD ("Trustees"):

Jennifer A. Hochberger, Co-Founder and President
Steven R. Hochberger, Co-Founder and Chairman of the Board/CEO
7632 Redwood Country Road
Orlando, Florida 32835

Mary Elizabeth Shuffield, Secretary and Treasurer
1000 Legion Place, Suite 1700
Orlando, Florida 32801

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Jennifer A. Hochberger
7632 Redwood Country Road
Orlando, Florida 32835

ARTICLE X
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Trustees of JSPD FOUNDATION, INC.

ARTICLE XI
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its Trustees, officers, employees and agents, and former Trustees, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Trustees, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XII
AMENDMENTS

The Board of Trustees of JSPD FOUNDATION, INC. reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIV
DISSOLUTION ACTIVITIES

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer all of the assets of the Corporation such organization or organizations as being exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall instead 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 charitable, educational, religious, or scientific purposes, and which qualify as an exempt organization or organizations under Section 501(c) (3) of the Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 22ND day of July, 2004.


JENNIFER A. HOCHBERGER
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091, Florida Statutes, the following is submitted:

JSPD FOUNDATION, INC., desiring to organize as a not-for-profit corporation pursuant to the laws of the State of Florida with its registered office at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, has named and designated W. CHARLES SHUFFIELD, ESQUIRE, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not-for-profit 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of July, 2004.


W. CHARLES SHUFFIELD, ESQUIRE
Registered Agent

04 JUL 22 AM 11:17
SECTION 11.1.1
DIVISION 11.1.1.1
P.06