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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** HYDROCEPHALUS AND NEUROSCIENCE INSTITUTE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: JAMES M. TALLEY, ESQ.  
Fisher Rushmer, P.A. Name (Printed or typed)  
20 N. Orange Avenue  
Suite 1500 Address  
Orlando, FL 32801  
407-843-2111 x 426  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION OF  
HYDROCEPHALUS AND NEUROSCIENCE INSTITUTE, INC.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

**ARTICLE I**

The name of the corporation, hereinafter referred to as the "Corporation", is Hydrocephalus and Neuroscience Institute, Inc. The initial principal address of the Corporation is 58 West Michigan Street, Orlando, Florida 32806.

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The Corporation is organized exclusively for charitable, educational, and scientific purposes (including specifically the purpose of supporting clinical research regarding hydrocephalus and related medical conditions), the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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

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in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

#### ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

#### ARTICLE V

The street address in the state of Florida the initial registered office of the Corporation is 20 North Orange Avenue, Orlando, Florida 32801, and the name of the initial registered agent at such address is James M. Talley, Esquire.

#### ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

#### ARTICLE VII

The initial board of directors shall consist of at least five (5) members, who need not be residents of the state of Florida.

#### ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Annapurna Pattisapu, M.D.  
58 West Michigan Street  
Orlando, Florida 32806

Larry Phillips  
58 West Michigan Street  
Orlando, Florida 32806

Jogi V. Pattisapu, M.D.  
58 West Michigan Street  
Orlando, Florida 32806

Christopher A. Gegg, M.D.  
58 West Michigan Street  
Orlando, Florida 32806

Steven Ira  
58 West Michigan Street  
Orlando, Florida 32806

ARTICLE IX

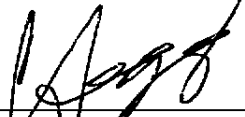
The names and addresses of the initial incorporator is as follows:

Jogi V. Pattisapu, M.D.  
58 West Michigan Street  
Orlando, Florida 32806

Christopher A. Gegg, M.D.  
58 West Michigan Street  
Orlando, Florida 32806

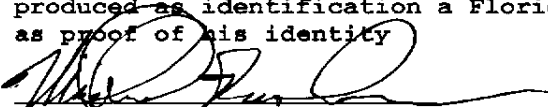
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Orlando, Florida on the 7<sup>th</sup> day of November, 2005.

  
\_\_\_\_\_  
Jogi V. Pattisapu, M.D.  
Incorporator

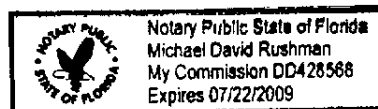
  
\_\_\_\_\_  
Christopher A. Gegg, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of November, 2005 by Jogi V. Pattisapu, M.D. well known to me or who produced as identification a Florida Driver's License NO.: \_\_\_\_\_ as proof of his identity

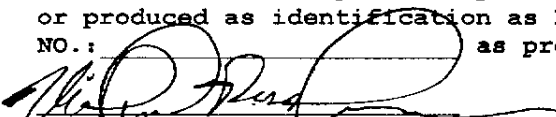
  
\_\_\_\_\_  
Name of Notary  
State of Florida  
My Commission Expires:

(Notary Seal)

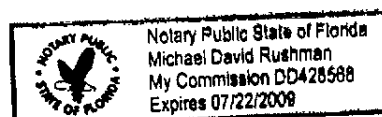


STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of November, 2005 by Christopher A. Gegg, M.D. who is well known to me or produced as identification as Florida Driver's License NO.: \_\_\_\_\_ as proof of his identity.


  
\_\_\_\_\_  
Name of Notary  
State of Florida  
My Commission Expires:

(Notary Seal)



**Acceptance By Registered Agent**

Having been named as the registered agent to accept service of process for Hydrocephalus And Neuroscience Institute, Inc at the registered office at 20 North Orange Avenue, Suite 1500, Orlando, Florida 32801, I hereby certify that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
James M. Talley, Esquire

DATED: This 10 day of November, 2005

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CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR THE SEVENTH JUDICIAL CIRCUIT  
ORLANDO, FLORIDA