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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**THE PERLMUTTER BRAIN FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
THE PERLMUTTER BRAIN FOUNDATION, INC.  
(A Florida Corporation Not-For-Profit)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation (the "Corporation") is THE PERLMUTTER BRAIN FOUNDATION, INC.

**ARTICLE II**

The principal office or mailing address of the Corporation is c/o 800 Goodlette Road North, Suite 270, Naples, Florida 34102.

**ARTICLE III**

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain.

The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation is dedicated to supporting and encouraging scientific and medical research in neuroscience, with an emphasis on exploring those modifiable lifestyle factors that affect various neurological conditions.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation.

**ARTICLE V**

The officers and their manner of election shall be as provided in the Bylaws.

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#### ARTICLE VI

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### ARTICLE VII

The name and address of the Corporation's registered agent are:

CLASP, INC.  
c/o Cummings & Lockwood  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34101

#### ARTICLE VIII

These Articles may be amended as provided in the Bylaws.

#### ARTICLE IX

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

#### ARTICLE X

The name and address of the incorporator are:

Howard M. Hujsa, Esq.  
Cummings & Lockwood  
3001 Tamiami Trail North, Suite 400  
Naples, Florida 34101

#### ARTICLE XI

**Section 1. Prohibition on Private Inurement.** No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

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Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or opposition to any candidate for public office.

Section 5. Tax-Exempt Status. 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(a) of the Code as an organization described in 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

## ARTICLE XII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall make such distributions at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall not retain any excess business holdings (as defined in section 4943(c) of the Code).

Section 4. Jeopardizing Investments. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code.

Section 5. Taxable Expenditures. The Corporation shall not make any taxable expenditures (as defined in section 4945(d) of the Code).


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**ARTICLE XIII**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

**IN WITNESS WHEREOF**, the undersigned incorporator, has hereunto set his hand and seal this 6<sup>th</sup> day of June, 2006, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:

  
Howard M. Huijsa, Esq.  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

THE PERMUTTER BRAIN FOUNDATION, INC.

2. The name and address of the registered agent and office is:

CLASP, INC.  
c/o Cummings & Lockwood  
3001 Tamiami Trail North, 4th Floor  
Naples, FL 34103

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Registered Agent:

CLASP, INC.

By:   
Howard M. Hujsa, Vice President

Dated: June 6, 2006

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