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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WALK AGAIN FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
Walk Again Foundation, Inc.  
(a not-for-profit corporation)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act"), as follows:

**ARTICLE I.**

**Name**

The name of the Corporation is **Walk Again Foundation, Inc.**

**ARTICLE II.**

**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 2676 Meadowood Court, Weston, FL 33332.

**ARTICLE III.**

**Purposes**

The Corporation is formed for the purpose of establishing, maintaining, administering and operating charitable activities specifically:

- (1) to raise money to help paralysis victims fund physical therapy; and
- (2) to perform other activities that corporations are permitted to engage in under the laws of the State of Florida, to the extent such activities are permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and also including the making of distributions to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. As used in the previous sentence, "charitable purposes" will be limited to and will include only charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code.

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**ARTICLE IV.**  
**Manner of Election of Directors**

The management and affairs of the Corporation will be vested in a Board of Directors. The Corporation will have 5 (five) director(s) initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that the Corporation will always have at least \_\_\_ director(s). The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

**ARTICLE V.**  
**Initial Directors and/or Officers**

<u>Name</u>	<u>Address</u>
Keith Fern	2676 Meadowood Court Weston, Florida 33332
Adriene Fern	2676 Meadowood Court Weston, Florida 33332
Dr. Javier Lopez	7306 SW 62 Pl, Suite 310 S. Miami, FL 33242
Dr. Adam Stein	Mt. Sinai Hospital One Gustave L Levy Place, 1190 Fifth Ave. New York, NY 10029
David B. Buss	50 Middle Rd. Port Washington, NY 11050

**ARTICLE VI.**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is  
1201 Hays Street, Tallahassee, Florida 32301 and  
the name of its initial registered agent at such address is Corporation Service Company.

**ARTICLE VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Anastasios G. Kastrinakis	DLA Piper Rudnick Gray Cary US LLP 1251 Avenue of the Americas New York, New York 10020

**ARTICLE VIII.**  
**Term of Existence**

Corporate existence will commence upon filing of these Articles of Incorporation with the Florida Department of State and the Corporation will have perpetual existence thereafter.

**ARTICLE IX.**  
**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the Corporation will 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 Article III hereof. No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions in these articles, the Corporation will not have any purposes nor carry on any other activities (otherwise than as an insubstantial part of its activities) not permitted to be carried on (a) by a corporation exempt from the federal income tax of Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code:

- (1) The Corporation will distribute its income for such taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.
- (2) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

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(3) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

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

#### **ARTICLE X.** **Dissolution**

Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or District of Columbia, but only for charitable purposes. The Board of Directors will determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of will be disposed of by the appropriate Federal or State court having jurisdiction in Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI.** **Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

#### **ARTICLE XII.** **Indemnification**

The Corporation will indemnify (a) its Directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the laws of the State of Florida now and hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law; and (b) its other employees and agents to such extent as will be authorized by the Board of Directors or the Corporation's ByLaws and be permitted by law; provided, however, that indemnification will only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Section 170(c)(2), 2055(a)(2), and 2522(a)(2) of

the Code. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such bylaws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation will limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

#### ARTICLE XIII.

##### Liability

To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of this Corporation will be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of Director and officer liability will only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code. No amendment of the charter of the Corporation or repeal of any of its provisions will limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

#### ARTICLE XIV.

##### Insurance

The Corporation will maintain insurance coverage that satisfies all requirements of Florida statutory and decisional law for Directors of a corporation that is exempt from federal income tax under Section 501(c)(3) of the Code so that the Corporation's Directors are not personally liable for damages that are the result of the acts or omissions of the Corporation's Directors in providing services or performing duties on behalf of the Corporation. Nevertheless, a Director will be liable for damages in any suit in which it is found that the Director acted with malice or gross negligence, to the extent that the judgment for damages exceeds the Corporation's insurance coverage.

#### ARTICLE XV.

##### Amendments

These Articles of Incorporation may be amended in the manner provided by law. Specifically, the Corporation reserves the right from time to time to make any amendments to its corporate purposes and objects as contained in Article III hereof to so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and all contributions to the Corporation are made subject to this provisions unless otherwise specifically stated in writing at the time of making the contribution.

**ARTICLE XVI**  
**Powers of Directors**

The enumeration and definition of particular powers of the Board of Directors included in the foregoing will in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

**IN WITNESS WHEREOF**, the Incorporator of the Corporation has signed these Articles of Incorporation on October 31, 2006.

  
\_\_\_\_\_  
Anastasios G. Kastrinakis

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: 11/01/2006

  
Amanda Haddon  
as its agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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