

NO7000002722

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

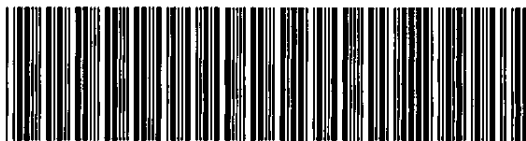
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400092604864

03/15/07--01019--025 **87.50

FILED

2007 MAR 15 PM 2:55

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. Burch MAR 15 2007

COVER LETTER

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

SUBJECT: Stem Cell Cancer and Regenerative Medicine Research, 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: Dipnarine Maharaj
Name (Printed or typed)

890 Periwinkle Street
Address

Boca Raton, FL 33486
City, State & Zip

561-752-5522
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
STEM CELL CANCER AND REGENERATIVE MEDICINE
RESEARCH, INC.**

The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the CORPORATION is as follows: Stem Cell Cancer and Regenerative Medicine Research, Inc.

Article 2. Principal Office. The address of the principal office and the mailing address of the CORPORATION is: 10301 Hagen Ranch Road, Suite 600, Boynton Beach, FL 33437.

Article 3. Purposes. The CORPORATION is organized, and shall be operated exclusively for scientific and educational purposes ("Purposes"), including but not limited to the following:

- A. To conduct research to uncover the molecular basis of cancer and degenerative diseases with the emphasis on multiple myeloma.
- B. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 4. Board of Directors/Manner of Election. There shall be a Board of Directors consisting of at least five (5) and no more than twenty-one (21) individuals exclusive of non-voting Directors. The initial Directors are elected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

Article 5. Initial Directors. The names, street addresses and specific titles of the initial directors are as follows:

Name:	Dipnarine Maharaj
Home address:	890 Periwinkle Street, Boca Raton, FL 33486
Titles:	President and Secretary

Name:	Jaqueline Gouvea
Home address:	890 Periwinkle Street, Boca Raton, FL 33486
Title:	Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAR 15 PM 2:55

FILED

Name: Kenrick Maharaj
Home address: 9990 N.W. 38th Street, Coral Springs, FL 33065
Title: Treasurer

Name: Purnell Traverso
Home address: 7505 41st Street, Coral Springs, FL 33065

Name: Larry Little
Home address: 188 Kensington Way, Royal Palm Beach, FL 33414

Article 6. Initial Registered Agent and Street Address. The name and Florida street address of the initial Registered Agent of the CORPORATION is:

Dipnarine Maharaj
10301 Hagen Ranch Road, Suite 600
Boynton Beach, FL 33437

Article 7. Incorporator. The name and address of the incorporator is:

Name: Dipnarine Maharaj
Home address: 890 Periwinkle Street, Boca Raton, FL 33486

Article 8. Officers. The Officers of the CORPORATION may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 9. No Members. The CORPORATION shall not have Members and shall not issue membership certificates. The CORPORATION shall not issue shares of stock.

Article 10. Not For Profit. The CORPORATION is a not for profit Corporation under Chapter 617, Florida Statutes. The CORPORATION is not formed for pecuniary profit. No part of the income or assets of the CORPORATION is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c) (3) of the United States Internal Revenue Code of 1986, as amended (hereinafter "Code"). If the CORPORATION ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the CORPORATION and no part of the income or assets of the CORPORATION shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c) (3) of the Code.

Article 11. Duration. The duration (term) of the CORPORATION is perpetual.

Article 12. Limitation. No part of the net earnings of the CORPORATION shall inure directly or indirectly to the benefit of or be distributable to its members (if the CORPORATION ever has any), Directors or Officers, but 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 Article 3 hereof.

Article 13. Tax Exempt Status. It is intended that the CORPORATION shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code and which is other than a private foundation as defined in Section 509 for the Code. These Articles shall be construed accordingly, and all powers and activities of the CORPORATION shall be limited accordingly. The CORPORATION shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 14. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in section 170(c) (1) or 170(c) (2) (B) of the Internal Revenue Code of 1986 and is described in Section 509(a) (1), (2) or (3) of the Code.

Article 15. Bylaws. The Bylaws of the CORPORATION are to be made and adopted by the Board of Directors, and may be altered, amended or restricted by the Board of Directors.

Article 16. Amendment. The CORPORATION reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity. The CORPORATION shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an Organization the Officers and Directors of which

are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence. The date the corporate existence shall commence is March 15, 2007.

IN WITNESS WHEREOF, the undersigned Registered Agent has signed these Articles of Incorporation.

Dipnarine Maharaj
Dipnarine Maharaj, Registered Agent

3/10/07
Date

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation.

Dipnarine Maharaj
Dipnarine Maharaj, Incorporator

3/10/07
Date