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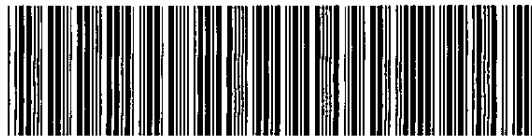
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FILED  
2009 JUL -7 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 08 2009  
J. Stivers

## COVER LETTER

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

SUBJECT: THE BRAIN FOUNDATION OF FLORIDA, 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: PAMELA M. ROBB, ESQUIRE  
Name (Printed or typed)

1311 WINTER GARDEN-VINELAND ROAD  
Address

WINTER GARDEN, FL 34787  
City, State & Zip

407-654-0464  
Daytime Telephone number

pmrobb@pamelamiltonrobbpa.com  
E-mail address: (to be used for future annual report notification)

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2009 JUL -7 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION  
OF  
THE BRAIN FOUNDATION OF FLORIDA, INC.**  
**A Non-Profit Corporation**

2009 JUL -7 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**Article I**  
**Name**

The name of the Corporation is **THE BRAIN FOUNDATION OF FLORIDA, INC.** (hereinafter referred to as "the Corporation" or "The Foundation").

**Article II**  
**Duration**

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**Article III**  
**Initial Registered Office and Agent**

The street address of the initial principal office of this corporation is 9152 Point Cypress Drive, Orlando, FL 32836; the name of the initial registered agent of this corporation is Pamela M. Robb, Esq.; and the address of the registered agent is Pamela Milton Robb, P.A., 1311 Winter Garden-Vineland Road, Winter Garden, FL 34787.

**Article IV**  
**Purpose**

The Foundation is organized and shall be operated exclusively for tax – exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding future provisions of the federal tax laws (hereinafter referred to as the "Code"). In furtherance of such purposes, the Foundation shall be authorized:

- a. To promote, support, and engage in activities carried on for charitable, scientific or educational purposes, including, but not limited to fostering, developing and contributing to the support of individuals, with brain based disorders, by making gifts, grants, loans and advances to any organization, institution, agency or other body legally authorized to receive the same for such purposes. The Foundation shall make disbursements in accordance with the decisions of its Board of Directors (the "Board") to

such organizations, institutions, agencies or other bodies as have control of the type of project for which the disbursements are provided and by making gifts, grants, loans and advances to other organizations, institutions, agencies or other bodies engaged in charitable, scientific or educational activities.

- b. To receive and maintain personal or real property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes either directly or indirectly by contributions to organizations that qualify as organization exempt from Federal taxation pursuant to Section 501 (c) (3) of the Code.
- c. To receive assistance, money, real or personal property and any other form of contributions, gift, bequest, or devise from any individual, entity, firm, partnership, or corporation, to be utilized in the furtherance of the Foundation's purposes; to enter into agreements or contracts for contributions to the Foundation for its purposes, provide however, that gifts shall be subject to acceptance by the Board as required by the Bylaws of the Foundation.
- d. To establish an office and to employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board, and to pay reasonable compensation for the services of such persons.
- e. To distribute, in the manner, form and method, and by the means determined by the Board, any and all forms of contributions or other funds received by the Foundation in carrying out its charitable, scientific and educational programs in the furtherance of its purposes. Money and real or personal property contributed to the Foundation, in furtherance of its purposes, are and shall continue to be used exclusively for such purposes.
- f. To invest and reinvest surplus funds in such securities and properties as the Board may from time to time determine.
- g. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.
- h. To contract and be contracted with, and to sue and be sued.
- i. To adopt and use a corporate seal.
- j. In addition to the foregoing, to engage in any and all other activities permitted to an organization exempt from Federal taxation pursuant to Section 501 (c) (3) of the code. To these ends, the Foundation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon non-profit corporations in the State of Florida.

## **Article IV**

### **Charitable Limitations**

#### **Section 1. General Charitable Limitations.**

Notwithstanding any other provision hereof, the Foundation shall not engage in any activity that is prohibited to an organization exempt from Federal income taxation pursuant to Section 501 (c) (3) of the Code. No part of the income or principal of the Foundation shall inure to the benefit of any director or officer of the Foundation or to any other private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the Foundation's purposes. In accordance with existing Federal tax laws, the Foundation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the Foundation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

#### **Section 2. Private Foundation Limitations.**

In the event that, and for so long as, the Foundation is characterized as a private foundation within the meaning of Code Section 509(a), the Foundation (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the code; (ii) shall distribute its income for each taxable year at such time and in such manner so as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## **Article V**

### **Members**

The Corporation shall have no members.

## **Article VI**

### **Directors**

#### **Section 1. Powers.**

The voting rights shall be vested in, and the affairs of the Corporation shall be managed by, the Board.

#### **Section 2. Election of Directors.**

The initial members of the Board are identified in Section 4 below. Successor directors shall be elected by the Board currently serving from time to time.

**Section 3. Number of Directors.**

The number of directors constituting the full Board shall be determined in accordance with the provisions of the Bylaws.

**Section 4. Initial Board of Directors.**

The number of directors constituting the initial Board is three (3). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the Board or until their successors are elected and shall qualify, are:

Ronald J. Wilensky, 9152 Point Cypress Drive, Orlando, FL 32836

Linda Wilensky, 9152 Point Cypress Drive, Orlando, FL 32836

Pamela M. Robb, 1311 Winter Garden-Vineland Road, Winter Garden, FL 34787

**Article VII**  
**Directors' And Officers' Compensation**  
**And Indemnification**

**Section 1. Compensation.**

A director or officer of the Foundation may receive reasonable compensation for personal services rendered as a director or officer or any other capacity, so long as the services are reasonable and necessary to carrying out the Foundation's purposes, and may be reimbursed for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Provided, however, that the Foundation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Code.

**Section 2. Indemnification.**

Every director and officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Foundation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the

Board approves such settlement and reimbursement as being in the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Foundation in amount determined from time to time by the Board.

### **Section 3. Interest of Directors and Officers in Contracts.**

Any contract, whether for compensation or otherwise, or other transactions between the Foundation and one or more of its directors or officers, or between the Foundation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or between the Foundation and any Foundation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board and the Board shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory applicable thereto.

## **Article VIII** **Distribution Of Assets On Dissolution.**

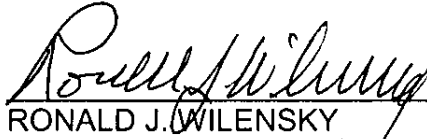
Although the period of duration of the Corporation is perpetual, if, for any reason, the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds thereof shall be distributed to, or inure to the benefit of, any of the directors or officers of the Corporation. Subject to the discharge of valid obligations of the corporation, and to the applicable provisions of the Florida Statutes governing non-profit corporations, such property shall be distributed as directed by the Board exclusively for the purposes of the Foundation, among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of the activities of which consist of carrying on propaganda or otherwise attempting to influence legislation, and which does not participate or intervene in any political campaign on behalf of any candidate for public office, or to other entities of the type which qualify for exemption under Section 501 (c) (3) of the code. Any of such assets not so disposed of shall be disposed of by a court having jurisdiction over the Foundation, exclusively for such purposes, or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

**Article IX**  
**Incorporators**

The names and street addresses of the personas signing these Articles of Incorporation as the Incorporators are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ronald J. Wilensky	9152 Point Cypress Drive Orlando, FL 32836
Linda Wilensky	9152 Point Cypress Drive Orlando, FL 32836
Pamela M. Robb	1311 Winter Garden-Vineland Road Winter Garden, FL 34787

In witness whereof, the undersigned incorporators have executed these Articles of Incorporation on this 23 day of June, 2009.

  
RONALD J. WILENSKY

  
LINDA WILENSKY

  
PAMELA M. ROBB



STATE OF FLORIDA  
COUNTY OF Orange

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **RONALD J. WILENSKY**, ☐ to me personally known or ☒ who produced FLDL 188-0 as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid the 23 day of June, 2009.

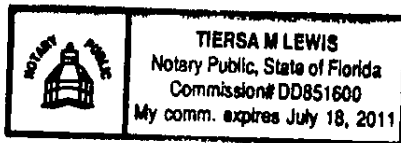


Tiersa M. Lewis  
Notary Public

STATE OF FLORIDA  
COUNTY OF Orange

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **LINDA WILENSKY**, ☐ to me personally known or ☒ who produced FLDL 624-0 as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid the 23 day of June, 2009.

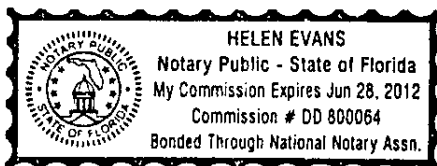


Tiersa M. Lewis  
Notary Public

STATE OF FLORIDA  
COUNTY OF Orange

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **PAMELA M. ROBB**, ☒ to me personally known or ☐ who produced \_\_\_\_\_ as identification, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid the 15<sup>th</sup> day of June, 2009.



Helen Evans  
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITH THIS  
STATE; NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **THE BRAIN FOUNDATION OF FLORIDA, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named **PAMELA M. ROBB**, located at 1311 Winter Garden-Vineland Road, Winter Garden, County of Orange, State of Florida 34787, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.

BY: 

**PAMELA M. ROBB**, Registered Agent

**FILED**  
2009 JUL -7 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA