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Date: 01/19/2024

Name: Patrice Rush

Reference #: 2240059

Entity Name: JAEB CENTER RESEARCH TRUST, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Please provide certified copy upon filing

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JAEB CENTER RESEARCH TRUST, INC.**

**ARTICLE I
Organization**

Article 1.1 – Name. The name of the Corporation is: JAEB CENTER RESEARCH TRUST, INC. (hereinafter referred to as the “Corporation”). The name of the Corporation shall not be changed following the filing of these Amended and Restated Articles of Incorporation except by the approval of the Board of Directors.

Article 1.2 – Principal Office. The Corporation’s principal office is located at 15310 Amberly Drive, Suite 350, Tampa, FL 33647.

Article 1.3 – Registered Agent and Registered Office Address. The Corporation’s registered agent is Adam R. Glassman, and its registered office address is 15310 Amberly Drive, Suite 350, Tampa, FL 33647.

Article 1.4 – Duration. The period of the Corporation’s duration is perpetual.

**ARTICLE II
Purpose**

The Corporation is a Florida not for profit corporation, organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, as it may hereafter be amended (the “Act”), and is not organized for the private gain of any person. The Corporation is organized exclusively for the purpose of making distributions to the Jaeb Center for Health Research Foundation, Inc. so long as it remains an organization meeting the requirements to qualify as an exempt organization under Code section 501(c)(3) or corresponding section of any future tax code.

In supporting the Jaeb Center for Health Research Foundation, Inc., the Corporation intends to qualify as a Supporting Organization under Code Section 509(a)(3). Notwithstanding any provision to the contrary, these Articles of Incorporation, the Bylaws, and any other policies or procedures for the Corporation shall be constructed and interpreted so as to maintain eligibility for the Corporation to qualify as a “Type II Supporting Organization” under subparagraph (B)(ii) of Code section 509(a)(3).

The general nature and objectives of the Corporation shall be: to support the Jaeb Center for Health Research Foundation, Inc. in the conduct of its scientific research activities through the distribution of available funds; to raise money and accumulate and acquire monies and property, real and personal, for the purposes aforesaid by all legal means; the solicitation and acceptance of contributions and gifts from the living and by will; to accept and receive gifts of money and property made in trust and to execute such trusts, all to like extent and effectiveness as of a personal

trustee; to invest and reinvest its monies including proceeds of all sales and income received; to expend monies acquired or derived as aforesaid for the cost of conducting its operations and in promoting the primary objectives aforesaid; to sell, assign, transfer, convey, mortgage, pledge, lease, or otherwise encumber the property of the Corporation; and to do any and all other things which corporations not for profit are authorized to do under the laws of the State of Florida and provisions of the Code.

The general purposes and powers of the Corporation are to have and exercise all rights and powers conferred on not-for-profit corporations under the laws of Florida, provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation. In furtherance of its purposes, the Corporation shall have all the general powers enumerated in the Act as not in effect or as may hereafter be amended, together with the powers to solicit grants and contributions for such purposes.

Restrictions on Corporate Purpose

(1) Notwithstanding any other provision of these Articles of Incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Code Section 501(c)(3) and shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income taxation under Code Section 501(c)(3) or (b) contributions to which are deductible under Code Section 170(c)(2).

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no director or 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) In any year in which the Corporation is a private foundation as described in Code Section 509(a):

- i. The Corporation shall distribute its income for each 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 Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- ii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

- iii. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- iv. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- v. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

ARTICLE III

Members

The Corporation has no members.

ARTICLE IV

Internal Affairs

The regulation of the internal affairs of the Corporation shall be in accordance with the provisions of the Bylaws when applicable, as mandated by the Act.

ARTICLE V

Board of Directors

The number of directors and the manner of their election or appointment and removal shall be governed by the provisions outlined in the Bylaws.

ARTICLE VI

Amendments and Dissolution

Article 6.1 – Amendments. The power to approve changes to the governing documents of the Corporation shall be vested in the Board of Directors.

Article 6.2 – 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 its assets exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a State Court of the county in which the principal office of the Corporation is then located having appropriate subject matter jurisdiction, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

THE UNDERSIGNED, BEING THE PRESIDENT AND SECRETARY OF JAEB CENTER RESEARCH TRUST, INC. A NOT FOR PROFIT CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, (THE "CORPORATION"), DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF THE AMENDED AND RESTATED ARTICLES OF INCORPORATION THAT WERE PROPOSED, APPROVED, AND ADOPTED AS THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF JAEB CENTER RESEARCH TRUST, INC., AT A DULY CALLED AND NOTICED MEETING OF THE CORPORATION'S BOARD OF DIRECTORS AT WHICH A QUORUM WAS PRESENT ON JANUARY 8, 2024 AND THAT THE SAME HAVE NOT BEEN MODIFIED, RESCINDED, OR REVOKED AND ARE AT PRESENT IN FULL FORCE AND EFFECT. THE AMENDED AND RESTATED ARTICLES OF INCORPORATION SUPERSEDE THE ORIGINAL ARTICLES OF INCORPORATION AND ALL AMENDMENTS TO THEM.

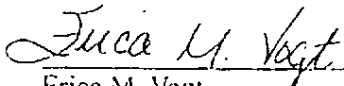
JAEB CENTER RESEARCH TRUST, INC.

Dated: January 8, 2024



Adam R. Glassman

Title: President



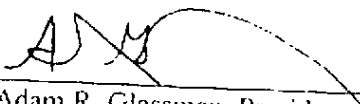
Erica M. Vogt

Title: Corporate Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated as of the 8th day of January, 2024.


Adam R. Glassman, President
Registered Agent