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Division of Corporations

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Florida Department of State
Division of Corporations
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DOMESTICATION
THE ROSKAMP INSTITUTE, INC.

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February 25, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations
WILLIAMS, PARKER, HARRISON DIETZ & GETZEN, P.A.

SUBJECT: THE ROSKAMP INSTITUTE, INC.
REF: W10000009662

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CERTIFICATE OF DOMESTICATION
OF
THE ROSKAMP INSTITUTE, INC.**

THE UNDERSIGNED, Michael J. Mullan, President of The Roskamp Institute, Inc., a Delaware not-for-profit corporation (the "Corporation"), in accordance with section 617.1803, Florida Statutes, does hereby certify the following:

1. The date on which the Corporation was first formed was October 1, 2009.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being is the State of Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was The Roskamp Institute, Inc.
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to sections 617.01201 and 617.0202, Florida Statutes, with this certificate, is The Roskamp Institute, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Delaware.
6. Attached are Florida articles of incorporation pursuant to section 617.1803, Florida Statutes.

I am President of The Roskamp Institute, Inc., and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 24th day of February 2010.



Michael J. Mullan
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE ROSKAMP INSTITUTE, INC.**

A Corporation Not for Profit

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

I.

NAME OF CORPORATION

The name of this corporation shall be:

The Roskamp Institute, Inc.

The principal and mailing address of the corporation shall be:

2040 Whitfield Ave.
Sarasota, Florida 34243

II.

PURPOSE OF CORPORATION

The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation, which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

The specific nature, objects and purposes of the corporation include but shall not be limited to the operation of a research facility to study diseases, injuries, and conditions of the brain,

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development of medications and therapeutic treatments relating to brain disease, injury and disorder; conducting clinical trials regarding the foregoing; and operation of a memory clinic. The foregoing list shall not be considered exclusive.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

The names and addresses of the initial directors of the corporation are as follows:

Robert G. Roakamp
1226 N. Tamiami Trail
Sarasota, Florida 34236

Dr. Wade Berrettini
Professor, Department of Psychiatry
Translational Research Laboratory Building
125 S. 31st Street
Philadelphia, PA 19104-3404

Penny H. Hill
35 Watergate Dr., Unit 408
Sarasota, Florida 34236

IV. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article X.

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**V.
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided by such Bylaws, provided, however, that during the lifetime of Robert G. Roskamp, the Bylaws shall not be amended in a manner that will permit Robert G. Roskamp or his wife Diane S. Roskamp to exercise direct or indirect control over the corporation without the unanimous consent of the Board of Directors, who shall be comprised at the time of such vote of no fewer than three (3) individuals of which no more than one (1) may be Robert G. Roskamp, Diane S. Roskamp, or a member of the Roskamp family.

**VI.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 1226 N. Tamiami Trail, Suite 301, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Jane C. Thompson.

**VII.
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Michael J. Mullan, 988 Blvd of the Arts, Apt # 416, Sarasota, Florida 34236.

**VIII.
MEMBERS**

The corporation shall not have members.

**IX.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**X.
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization

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or organizations under 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) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is the located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**XII.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws, provided, however, that during the lifetime of Robert G. Roskamp, the Articles of Incorporation shall not be amended in a manner that will permit Robert G. Roskamp or his wife Diane S. Roskamp, or any member of the Roskamp family to exercise direct or indirect control over the corporation without the unanimous consent of the Board of Directors, who shall be comprised at the time of such vote of no fewer than three (3) individuals of which no more than one (1) may be Robert G. Roskamp, Diane G. Roskamp, or a member of the Roskamp family.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February 2010.



Michael J. Mullan, M.D.
Incorporator

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of The Roskamp Institute, Inc. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



Jane C. Thompson
Registered Agent

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