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2010 JUN -8 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 09 2010

June 7, 2010

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SMS Research Foundation, Inc.

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: Melissa K. Longman
18620 SW 39th Street
Miramar, FL 33029
305-525-9678
missylongman@comcast.net

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2010 JUN -8 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FL 32301

Enclosures

**ARTICLES OF INCORPORATION
OF
SMS RESEARCH FOUNDATION, INC.,
a Florida non-profit corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Melissa K. Longman, who is a citizen of the United States, desiring to form a non-profit corporation under the non-profit corporation laws of Florida, do hereby certify:

ARTICLE I:

NAME

The name of this Florida non-profit corporation shall be SMS Research Foundation, Inc.

ARTICLE II:

PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the Corporation's principal place of business shall be 18620 SW 39th Street, Miramar, Florida 33029.

ARTICLES III:

REGISTERED OFFICE AND AGENT

The Registered Office of this Corporation shall be located at 18620 SW 39th Street, Miramar, Florida 33029, and the name of the Registered Agent of this Corporation at said address shall be Melissa K. Longman.

ARTICLE IV:

CORPORATE PURPOSE

The Corporation is organized and operated exclusively for scientific, charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To this end, the Corporation shall:

- (1) Receive contributions and provide grants to individuals, nonexempt organizations, and tax exempt organizations that are described in Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code, solely for the

furtherance of the Corporation's exempt purposes, which may include the facilitation of scientific research, and charitable and educational endeavors, relating to the Smith-Magenis Syndrome; and

- (2) Such other acts consistent with the Corporation's general scientific, charitable, and educational purposes.

All funds, acquired by the Corporation by gift, contribution, or otherwise, shall be devoted to such purposes.

ARTICLE V: EARNINGS OF THE CORPORATION

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 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 for in Article IV hereof.

ARTICLE VI: LIMITATIONS ON POLITICAL ACTIVITIES

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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE VII:
THE BOARD OF DIRECTORS**

The names, addresses, and titles of the initial directors of the Corporation's Board of Directors are as follows:

Melissa K. Longman
18620 SW 39th St.
Miramar, Florida 33029

Daniel Longman
18620 SW 39th St.
Miramar, Florida 33029

Jennifer Iannuzzi
49 Granite Drive
Wilton, Connecticut 06897

Christopher Iannuzzi
49 Granite Drive
Wilton, Connecticut 06897

Kenneth Zorovich
3209 Laurel Oaks Lane
Hollywood, Florida 33021

**ARTICLES VIII:
AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Board of Directors by a two-third (2/3) majority vote of a quorum at a special meeting. The written notice for the special meeting shall be sent to each director, by U.S. mail, electronic mail, or any other proper means of written communication, at least five (5) days before the date of the meeting. Such written notice for the

special meeting shall include the proposed amendments to the Articles of Incorporation of the Corporation.

**ARTICLES IX:
ADOPTION OF BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors by a two-third (2/3) majority vote of a quorum at the first annual Board of Directors meeting. The written notice for the first annual Board of Directors meeting of the Corporation shall be sent to each director, by U.S. mail, electronic mail, or any other proper means of written communication, at least five (5) days before the date of the meeting. The written notice for the first annual Board of Directors meeting shall include the proposed Bylaws of the Corporation.

**ARTICLE X:
DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of competent jurisdiction of the county in which the principle place of business of the corporation is then 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.

**ARTICLE XI:
INCORPORATOR**

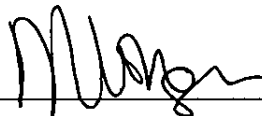
The name and address of the incorporator is:

Melissa K. Longman
18620 SW 39th St.
Miramar, FL 33029

ARTICLE XII:
COMMENCEMENT

This Corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes Title XXXVI Chapter 607.0203, providing that corporate existence may begin up to five days prior to the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 1st day of June, 2010.



Melissa K. Longman, Incorporator


**CERTIFICATION DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Florida Statutes Title VI Chapter 48.091, the following is submitted in compliance with said Act:

SMS Research Foundation, Inc., desiring to organize under the laws of Florida, as indicated in the Articles of Incorporation at Article III, has named Melissa K. Longman, as its Registered Agent to accept service of process within the state of Florida at its Registered Office located at 18620 SW 39th Street, Miramar, Florida 33029.

ACKNOWLEDGEMENT:

Having been named as a Registered Agent for SMS Research Foundation, Inc. to accept service of process at its Registered Office, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.



Melissa K. Longman, Registered Agent
Date: 6.01.10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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