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FLORIDA PROFIT/NON PROFIT CORPORATION  
Y NO CURE, INC.

|                       |         |
|-----------------------|---------|
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**WARD DAMON**  
ATTORNEYS AT LAW

4420 BEACON CIRCLE  
WEST PALM BEACH, FL 33407  
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\*\*\*\*\*  
**FACSIMILE TRANSMISSION INFORMATION SHEET**  
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Date: July 21, 2010  
To: EFIL  
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Facsimile Number: (850) 617-6381  
Total pages: 9  
From: Michael J Posner, Esquire  
mjposner@warddamon.com  
Re: H10000166867 3  
Y NO CURE, INC.  
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ARTICLES OF INCORPORATION

OF

Y NO CURE, INC.

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be Y NO CURE, INC. For convenience, Y NO CURE, INC. is hereinafter referred to as the "Corporation."

ARTICLE II  
DURATION AND COMMENCEMENT

The duration of the Corporation shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

ARTICLE III  
PURPOSES, NATURE AND POWERS

The purpose for which the Corporation is organized and the general nature of the activities shall be:

A. This is a non-stock, not for profit Corporation organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.

B. This Corporation shall not engage in any activity for pecuniary profit.

C. The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the

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Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

D. The Corporation is organized to engage in activities as a private Corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, to promote Amyotrophic Lateral Sclerosis (ALS or Lou Gehrig's Disease) research, education and treatment with the public, medical institutions, health care agencies and institutions, and other organizations and entities which deal with ALS issues that qualify under Section 501(c)(3) of the Internal Revenue Code, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 exempt 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (1) by an Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or
- (2) by an Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

F. The Corporation will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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G. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV** **MEMBERSHIP AND ADMISSION**

Membership and manner of admission of members of the Corporation shall be as set forth in the By-Laws of the Corporation.

#### **ARTICLE V** **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or 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 of 1954, or other corresponding provision of any future United States Internal Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as

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said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VI** **DIRECTORS**

A. Number of Directors: The property, business and affairs of the Corporation shall be managed by a Board of Trustees, which shall consist of as many persons as the Board of Trustees shall from time to time determine but not less than two (2) or more than five (5) persons.

B. Election of Directors. Election of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

C. Original Board of Trustees: The names and addresses of the first Board of Trustees of the Corporation are as follows:

Christina La Ferrera  
4640 NW 28<sup>th</sup> Avenue  
Boca Raton, Florida 33434

Gaetano La Ferrera  
4640 NW 28<sup>th</sup> Avenue  
Boca Raton, Florida 33434

## **ARTICLE VII** **OFFICERS**

Subject to overall supervision of the Board of Trustees of the Corporation and to any special provisions of the By-Laws of the Corporation, the affairs of the Corporation are to be managed by the following officers (who will be elected at the annual meeting of the said Board of Trustees to be held at such time as may be determined by the By-Laws):

i. President, one or more Vice Presidents; Secretary; and Treasurer. The office of Secretary and Treasurer may be held by one (1) person.

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ii. The names of the persons to serve as officers until the first election of officers are as follows:

| <u>Name</u>          | <u>Office</u>  |
|----------------------|----------------|
| Christina La Ferrera | President      |
| Gactano La Ferrera   | Vice President |
| Christina La Ferrera | Treasurer      |
| Gactano La Ferrera   | Secretary      |

#### ARTICLE VIII BY-LAWS

The Board of Trustees shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

#### ARTICLE IX INCORPORATOR

The name and address of the Incorporator of the Corporation is:

| <u>Name</u>            | <u>Address</u>  |
|------------------------|---|
| Michael J Posner, Esq. | 4420 Beacon Circle, Suite 100<br>West Palm Beach, Florida 33407 |

#### ARTICLE X INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The initial registered office of this Corporation shall be at 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael J Posner, Esq. The initial principal office of the Corporation shall be at 4640 NW 28th Avenue, Boca Raton, Florida 33434.

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IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 21<sup>st</sup> day of July, 2010.

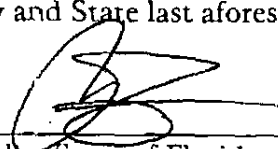


Michael J Posner, Incorporator

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of July, 2010.



Notary Public, State of Florida at Large

My Commission Expires:



Prepared by: Michael J Posner, Esq.  
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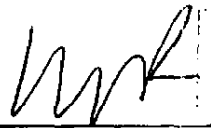
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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for Y NO CURE, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of §617.0503 Florida Statutes.

Date: July 21, 2010



Michael J Posner

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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