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3901 E. Colonial Dr. • Suite E • Orlando, FL 32803  
PH (407) 447-5971 FAX (407) 447-5985

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James Mortimer, Ph.D.  
James Ingersoll

January 24, 2011

Florida Dept. of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sirs:

Enclosed please find two (2) copies of the Articles of Incorporation of the "Thanks for the Memories" Foundation, Inc. Included is a check in the amount of \$75.75 for filing and certification fees.

Please send a certified copy of the articles to me, at the address listed above. If you have any questions, or need additional information, please call me, directly.

Thank you.

Sincerely yours,  
CENTER FOR MEMORY DISORDERS, INC.

Meryl A. Biszick, MS, CPHM  
Director, Admin. Services & Risk Mgt.



ACCREDITED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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DIVISION OF CORPORATIONS

January 27, 2011

THE CENTER FOR MEMORY DISORDERS  
ATTN: MERYL A. BISZICK, MS, CPHM  
3901 E. COLONIAL DR., SUITE E  
ORLANDO, FL 32803

SUBJECT: THANKS FOR THE MEMORIES FOUNDATION, INC.  
Ref. Number: W11000005193

We have received your document for THANKS FOR THE MEMORIES FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Articles must be listed in numeric order. Article XI is not listed.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 911A00002314

Amended articles enclosed

## ARTICLES OF INCORPORATION

for

THANKS FOR THE MEMORIES FOUNDATION, INC.  
(A Florida Not-For-Profit Corporation)

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TALLAHASSEE FLORIDA

### I. NAME

The name of this corporation is the Thanks for the Memories Foundation, Inc. (hereinafter called the corporation).

### II. ADDRESS

The address of the principal office and the mailing address of the corporation shall be 3901 East Colonial Drive, Suite E, Orlando, Florida 32803.

### III. DURATION

The period of the duration of the corporation is perpetual unless dissolved according to law.

### IV. PURPOSE

The corporation is organized and operating for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended. Specifically, the corporation has as its mission the raising of funds for the specific benefit of the Center for Memory Disorders, Inc., a 501(c)(3) charitable enterprise, incorporated in the State of Florida, and its affiliated organizations in such a manner as may be deemed appropriate by the Board of Trustees Directors of the corporation.

### V. POWERS

The corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the corporation is organized; and to exercise all powers granted to a corporation not-for-profit under Florida law. In addition to the powers specified, the corporation shall have the additional powers specified in its bylaws.

## **VI. MANAGEMENT**

Management of the corporation shall be vested in the Board of Trustees, the members of which shall be not less than three. The number and method of election of the Trustees of the corporation who shall serve following the terms of the initial Trustees of the corporation, shall be as stated in the bylaws.

## **VII. BOARD OF TRUSTEES**

The initial Board of Trustees of the Foundation shall be appointed by the Incorporator at the organizational meeting of the corporation.

## **VIII. MEMBERSHIP**

The corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

## **IX. DISTRIBUTION OF ASSETS**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Orange County, Florida, or the jurisdictional court of the county in which the principal office of the organization 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.

## **X. DISTRIBUTION OF NET EARNINGS**

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 purposes set forth in Article IV hereof.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other 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, as amended, or corresponding section of any future federal tax code.

The Board of Trustees of the Foundation may amend these Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Trustees of the corporation, in accordance with procedures established by the Bylaws.

#### XI. REGISTERED OFFICE

The street address of the corporation's initial registered office in the State of Florida is:

3901 East Colonial Drive  
Suite E  
Orlando, Florida 32803

#### XII. REGISTERED AGENT

The name and address of the sole incorporator, and initial registered agent, is N. Lois Adams, 3901 East Colonial Drive, Suite E, Orlando, Florida 32803.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a corporation not-for-profit, pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 29<sup>th</sup> day of December, 2010.

By: N. Lois Adams  
N. Lois Adams, Incorporator

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TALLAHASSEE FLORIDA

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**REGISTERED AGENT CERTIFICATE**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In pursuance of the Florida Business Foundation Act, the following is submitted, in compliance with said statute:

That the Thanks for the Memories Foundation, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, at 3901 East Colonial Drive, Orlando Florida 32803, has named N. Lois Adams as its registered agent to accept service of process and perform such other duties as are required in that State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

By

  
N. Lois Adams

3901 East Colonial Drive

Orlando, FL 32803

(407)898-4427

DATED: February 7, 2011