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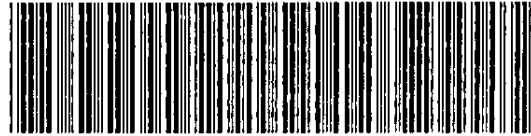
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 10 2011

CommerceLawGroup

a professional limited company

Responding Office:

PO Box 357247
Gainesville, FL 32635

May 5, 2011

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

re: Institute for Cognitive Innovation, Inc.

To Whom It May Concern:

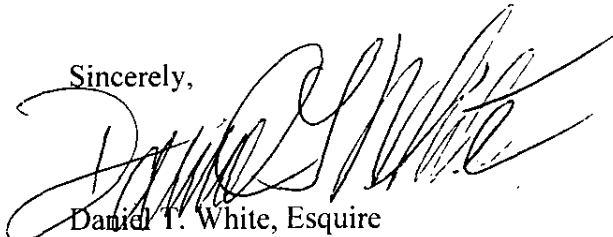
On behalf of the above-referenced not-for-profit entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

○ *Articles of Organization*

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$105.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a certified copy of the record (Articles of Organization—\$61.25 (FL not-for-profit); Registered Agent fee—\$35.00; and certified copy of record—\$8.75). Once the original of the enclosure has been filed, please return the requested certified copies to my attention at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thanks again.

Sincerely,



Daniel T. White, Esquire
Managing Member

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INSTITUTE FOR COGNITIVE INNOVATION, INC.

The undersigned incorporator has executed and filed these Articles of Incorporation (the "Articles") with the intents and purposes of incorporating a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, as amended (the "Act").

Article I: Name

The name of this corporation shall be Institute for Cognitive Innovation, Inc. (the "Corporation").

Article II: Principal Office and Mailing Address

The principal office location and mailing address of this Corporation shall be 10650 S.W. 137th St., Miami, FL 33176-6628.

Article III: Purpose

This Corporation is organized exclusively for charitable, religious, 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 Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (collectively, the "Code").

Article IV: No Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 III above.

Article V: Prohibited Activities

No substantial part of the activities of this 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, this Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article VI: Number of Directors; Election of Directors

(A) The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, these Articles (or, if none so provided herein, then in this Corporation's bylaws), provided that in any event this Corporation shall not ever have fewer than three (3) directors.

(B) Directors shall be elected or appointed in the manner and for the terms provided in these Articles (or, if none so provided herein, then in this Corporation's bylaws).

Article VII: Initial Directors

Each having been duly qualified under Section 617.0802(1) of the Act, the following individuals shall serve as initial directors of this Corporation:

Jay Yourist, Ph.D.
10650 SW 137th Street
Miami, FL 33176-6628

John D. Kemp, Esq.
201 I.U. Willets Road
Albertson, NY 11507

Debra Somers
10065 Carillon Drive
Ellicott City, MD 21042

Burk Kalweit
3810 Davis Place NW
#204
Washington, DC 20007

Eileen P. Elias
PO Box 625
42 Packet Landing
West Barnstable, MA 02668

Article VIII: Dissolution and Liquidation

Upon the dissolution and liquidation of this Corporation, the Corporation shall distribute its assets 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 of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this 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 IX: Initial Registered Office and Agent

The street address of the initial registered office of this Corporation shall be 3810 N.W. 39th Ave., Gainesville, Florida 33606, and the name of the initial registered agent of this Corporation at that address shall be Daniel T. White, Esq.


Article X: Incorporator

The name and address of the incorporator of this Corporation and the person signing these Articles is:

Daniel T. White, Esq.
The Commerce Law Group, P.L.
P.O. Box 357247
Gainesville, FL 32635

* * *

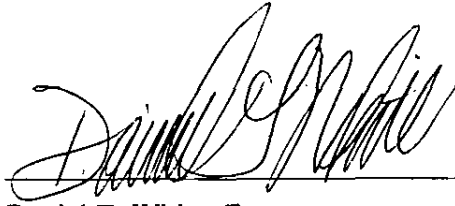
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 29th day of April, 2011.



Name: Daniel T. White, Esq.,
Incorporator

Registered Agent Acceptance

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Daniel T. White, Esq.

Dated: April 29, 2011

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TALLAHASSEE, FLORIDA