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(Requestor's Name)

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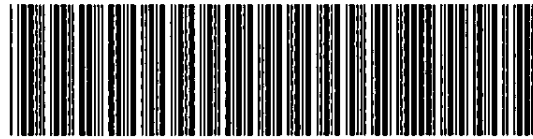
(Business Entity Name)

(Document Number)

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: World Stem Cell Institute, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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: Charles H. Newcomer

Name (Printed or typed)

23110 State Road 54 #235

Address

Lutz, Florida 33549

City, State & Zip

727-421-4359

Daytime Telephone number

charles@worldstemcellinstitute.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2012

CHARLES H. NEWCOMER
23110 STATE RD 54 #235
LUTZ, FL 33549

SUBJECT: WORLD STEM CELL INSTITUTE, INC.
Ref. Number: W12000010926

We have received your document for WORLD STEM CELL INSTITUTE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return 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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 412A00007844

RECEIVED
12 MAR -9 AM 11:42
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
World Stem Cell Institute, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a nonprofit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is World Stem Cell Institute, Inc (hereinafter, "Corporation")

ARTICLE 2 – PURPOSE OF CORPORATION

Said 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

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 in Article hereof. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

ARTICLE 3 – PRINCIPLE OFFICE

The address of the principal office of this Corporation is 23110 State Road 54 Suite 235, Lutz Florida 33549 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Charles H. Newcomer
23110 State Road 54 Suite 235
Lutz, Florida 33549

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President: Charles H. Newcomer
Vice President: Alan A. Kadish
Secretary: James N. Diehl

ARTICLE 6 – DIRECTORS

The Directors of the Corporation shall be:

Charles H. Newcomer
Alan A. Kadish
James N. Diehl

ARTICLE 7 – METHOD OF ELECTION OF DIRECTORS

The method, terms and conditions of the election of the board of directors are as stated in the bylaws of the corporation.

ARTICLE 8 – REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation is Charles H. Newcomer, located 23110 State Road 54 Suite 235 Lutz, Florida 34689

ARTICLE 9 – INCORPORATOR

The incorporator of the corporation is Charles H. Newcomer, located 23110 State Road 54 Suite 235 Lutz, Florida 34689


ARTICLE 10 – DISSOLUTION

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 Internal Revenue Code, or the corresponding section of any future federal tax 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 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 11 – AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida and 501(c)(3) of the Internal Revenue Code.

IN WITNESSOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this November 11, 2011 and acknowledge that I am aware that false information submitted in the documents to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.


Charles H. Newcomer, Incorporator

Date: November 11, 2011

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as a registered agent.


Charles H. Newcomer, President

Date: November 11, 2011