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FLORIDA PROFIT/NON PROFIT CORPORATION

Interactive Metronome Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
INTERACTIVE METRONOME FOUNDATION, INC.
(A Corporation Not-For-Profit)**

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is INTERACTIVE METRONOME FOUNDATION, INC. (the "Corporation"). The principal office or mailing address of the Corporation is 13798 NW 4th Street, Suite 300, Sunrise, Florida 33325.

**ARTICLE II
PURPOSE**

(A) The Corporation is organized and shall at all times be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance thereof, the Corporation is organized:

(1) To provide therapy and rehabilitation services for active duty soldiers and veterans recovering from mild to moderate traumatic brain injury;

(2) To provide therapy services for children and adolescents dealing with ADHD, reading challenges, social anxiety and autism;

(3) To acquire funds from individuals, corporations, associations, governmental agencies and all segments of the public in general through contributions, grants, gifts of property, bequests, or otherwise, and to utilize such funds for the purposes described in section (1) and (2) above; and

(4) To do any and all things necessary or incident to the foregoing.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida on not-for-profit corporations.

(B) Notwithstanding anything contained in these Articles to the contrary, in carrying out the purposes of the Corporation, all rights and powers shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's trustees, directors, officers or other private persons,

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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 this Article II 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.

(2) The Corporation shall not engage in or 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 Code. It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which is described in Section 509(a)(1), (2) or (3) of the Code and these Articles shall be construed accordingly and all powers and activities shall be limited accordingly.

(C) In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the Corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE III MEMBERS

The members of the Corporation shall consist of the individuals constituting the Board of Directors herein provided, and their successors in office.

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**ARTICLE IV
DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the bylaws of the Corporation (the "Bylaws"). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

**ARTICLE V
REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is: HI. Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida, 34108.

**ARTICLE VI
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE VII
DISTRIBUTION UPON DISSOLUTION**

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for the purposes of the Corporation as set forth in Article II hereof in such manner and amount to such qualified organizations as the directors shall determine. An organization is a "qualified organization" only if at the time of receiving such assets it is operated exclusively for the purposes described in Section 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 VIII
INCORPORATOR**

The name and address of the incorporator is:

Douglas C. Carlson
800 Laurel Oak Drive, Suite 600
Naples, Florida 34108

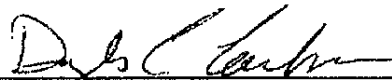
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**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand this 30th day of July, 2013, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.



Douglas C. Carlson, Incorporator

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**INTERACTIVE METRONOME FOUNDATION, INC.
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 800 Laurel Oak Drive, Suite 600, Naples, Florida 34108, being named in the Articles of Incorporation of INTERACTIVE METRONOME FOUNDATION, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

HL STATUTORY AGENT, INC.,
Registered Agent

By: 

David L. Finch, Assistant Treasurer

Date: July 30, 2013

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