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(Requestor's Name)

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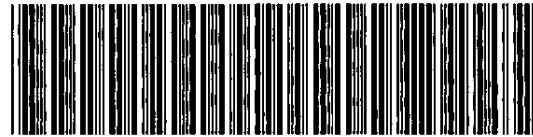
(Business Entity Name)

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TALLAHASSEE, FLORIDA

1114-8613

MD 2/19

LAW OFFICES  
**WARCHOL, MERCHANT & ROLLINGS, LLP**

A FLORIDA LIMITED LIABILITY PARTNERSHIP  
FEIN 59-2851736

MARTHA S. WARCHOL  
HARVEY ROLLINGS  
Certified Circuit Court Mediator  
MARK A. HOROWTIZ, P.A.  
CHARLES C. JONES, II P.A.  
ANNETTE GIARDINA HABER, P.A.  
KATHARYN E. OWEN  
THOMAS M. TARSIA

WILLIAM C. MERCHANT  
Of Counsel

1633 SOUTHEAST 47TH TERRACE  
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OR

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SENDER'S E-MAIL: [Owen@wmrlawoffice.com](mailto:Owen@wmrlawoffice.com)

February 4, 2014

Corporate Records Bureau  
Division of Corporations  
Department of State  
2661 Executive Center Circle West  
Tallahassee, FL 32301  
**Attn: Corporate Division**

**VIA FEDERAL EXPRESS OVERNIGHT**

**RE: CELLF CURE, INC.**  
**Our File No. 35945**

Dear Madam/Sir:

Enclosed herewith are the one original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$78.75, said check allocated as follows:

\$35.00 filing fee  
\$35.00 registered agent fee  
\$ 8.75 certified copy

Please return a certified copy of the Articles of Incorporation to this office. Thank you for your cooperation in this matter.

Yours truly,



Katharyn E. Owen

KEO/dmp  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 10, 2014

KATHARYN E. OWEN  
WARCHOL, MERCHANT & ROLLINGS, LLP  
P.O. BOX 100767  
CAPE CORAL, FL 33910

SUBJECT: CELLF CURE, INC.  
Ref. Number: W14000008613

We have received your document for CELLF CURE, 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):

You must list at least one incorporator with a complete business street address.

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) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 414A00002983

**ARTICLES OF INCORPORATION  
OF  
CELLF CURE, INC.**

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14 FEB 18 PM 4:33  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, do hereby associate themselves for the purpose of forming a non-profit corporation under the laws of the State of Florida under the corporate name CELLF CURE, INC. and hereby set forth and declare:

**CHARTER**

**Article I**

The name of the corporation shall be CELLF CURE, INC., located at 4755 Summerlin Road, Unit #4 in the City of Fort Myers, County of Lee, State of Florida, in the Zip Code 33919.

**Article II**

The non-profit corporation is organized exclusively for charitable, religious, educational, and/or 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. The corporation may engage in regenerative therapy treatments using cellular therapy methods, the donation of funds accepted to provide regenerative therapies and cellular therapies to individuals and animals.

**Article III**

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 Second 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.

#### Article IV

The corporation shall commence business on filing with the Secretary of State.

#### Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business shall be 4755 Summerlin Road, Unit #4, Fort Myers, FL 33919, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VII

The corporation shall have a Board of Directors of not less than three (3) directors, which number may be increased or decreased from time to time, but shall never less than three (3). The number of directors each year at the annual meeting, unless the number is fixed by the Bylaws.

The Board of Directors shall be members of the corporation. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

Ronald D. Gardner, M.D.  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

Emery Smith  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

Nuna Teal, Ph.D.  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

Ronald D. Gardner, M.D., President  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

Emery Smith, Secretary  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

Nuna Teal, Ph.D., Treasurer  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

#### Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article X

The street address of the initial registered office of this corporation is 4755 Summerlin Road, Unit #4, Fort Myers, Florida 33919, and the name of the initial registered agent of this corporation at that address is Ronald D. Gardner, M.D.

#### Article XI

The Board of Directors of this corporation may shall provide Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered or rescinded from time to time by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### Article XII

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

#### Article XIII

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### Article XIV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

#### Article XV

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 XVI

The names and addresses of the initial incorporators of this corporation are as follows:

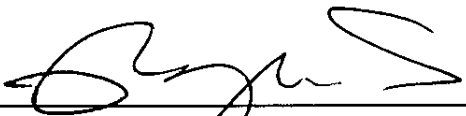
Ronald D. Gardner, M.D., President  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

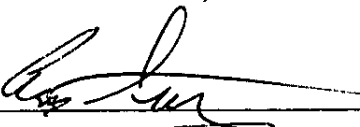
Emery Smith, Secretary  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

Nuna Teal, Ph.D., Treasurer  
4755 Summerlin Road, Unit #4  
Fort Myers, Florida 33919

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set our hand and seal at Cape Coral, in the State of Florida, this 29<sup>th</sup> day of January, 2014.

  
\_\_\_\_\_  
Ronald D. Gardner, M.D.

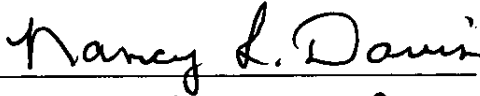
  
\_\_\_\_\_  
Emery Smith

  
\_\_\_\_\_  
Nuna Teal, Ph.D.

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CLERK OF DISTRICT COURT  
ALL AMESST FLORIDA

STATE OF FLORIDA       )  
COUNTY OF LEE        )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of January, 2014, by Ronald D. Gardner, M.D., who is personally known to me or who has produced \_\_\_\_\_ as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

  
\_\_\_\_\_  
Print Name: Nancy L. Davis  
Notary Public

My commission expires: Feb. 10, 2016



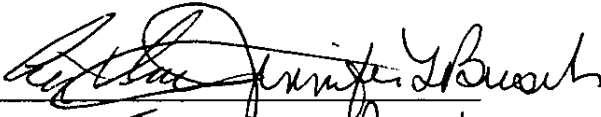
STATE OF FLORIDA )

COUNTY OF LEE )

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SECRETARY OF STATE  
ALBANY, FLORIDA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of January, 2014, by Emery Smith, who is personally known to me or who has produced FL Drivers License as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

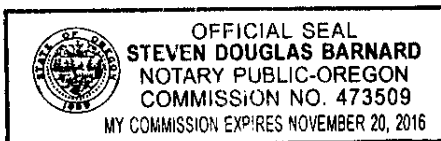


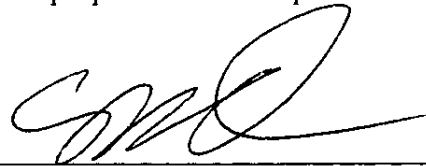
  
Print Name: Jennifer L Busch  
Notary Public

My commission expires:

Oregon  
STATE OF ~~FLORIDA~~ )  
Sackson  
COUNTY OF ~~LEE~~ )

The foregoing instrument was acknowledged before me this 24 day of January, 2014, by Nuna Teal, Ph.D., who is personally known to me or who has produced US Passport as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.



  
Print Name: Steven Douglas Barnard  
Notary Public


My commission expires Nov 20, 2016

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance, with said Act:

First That CELLF CURE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named Ronald D. Gardner, M.D., located at 4755 Summerlin Road, Unit #4, Fort Myers, County of Lee, State of Florida 33914, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Ronald D. Gardner, M.D.

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