

Division of Corporations  
Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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14 MAY -5 PM 4:03

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Nygard Stem Cell Genomics Foundation, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	045
Estimated Charge	\$70.00

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B 5/7/14 \*RE-SUBMIT\*

Electronic Filing Menu Corporate Filing Menu Help  
Necessary original filing date of submission 5/5

**ARTICLES OF INCORPORATION  
OF THE NYGARD STEM CELL GENOMICS FOUNDATION, INC.**

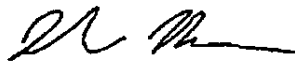
This is to certify that we, the undersigned, all being 18 years of age or older, hereby form a nonstock corporation, subject to the requirements of the general laws of the State of, as hereafter mentioned; and, to that end, we do, by these Articles of Incorporation, set forth as follows:

1. The name of the Corporation is: Nygard Stem Cell Genomics Foundation, Inc.

2. The principal office of the Corporation shall be located at 8950 SW 74<sup>th</sup> Ct., Suite 2201, Miami, Florida.

Its registered agent is C T Corporation System, whose address is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. Said resident agent is a resident of the State of Florida.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

BY: C T Corporation System  
 Jordan Brown, Assistant Secretary

Required Signature/Registered Agent

Date: 05/07/2014

3. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

4. The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for charitable purposes, specifically for the purposes of advancing medical and scientific knowledge and therapies, , focusing on the arresting and perhaps the reversal of the human aging process for the benefit of all humanity.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

expenditures in conformity with §501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

5. The Corporation shall have no members and shall be an operating foundation.

6. The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than two; and the exact number shall be fixed by the bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

7. The following shall constitute the initial Directors who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are as follows:

Peter J. Nygard  
Andrew Law

Richard A. Westin shall act as Secretary.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

10. The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of or of the United States.

11. If at any time the Foundation is deemed to be a private foundation as defined in

Section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code) (the "Code"), then so long as the Foundation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Foundation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and severally acknowledge the same to be my act.



Richard A. Westin, Incorporator  
8950 South West 74<sup>th</sup> Court  
Suite 2201-a90  
Miami, FL 33156

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS



May 7, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION, FL 33324

SUBJECT: NYGARD STEM CELL GENOMICS FOUNDATION, INC.  
REF: W14000028779

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

FAX Aud. #: H14000107277  
Letter Number: 614A00009713

**\*RE-SUBMIT\***

Revised with original filing  
date of submission 5/5