

10/24/2014 9:35:12 From: To: 8506176381

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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Altmed Research Foundation, Inc.**

Certificate of Status	1
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OCT 27 2014

**S. GILBERT**

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**COVER LETTER**

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

**SUBJECT:** AltMed Research Foundation, 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:** David I. Reader, Esq.

Name (Printed or typed)

Watergate 600 New Hampshire Avenue, N.W

Address

Washington, D.C. 20037

City, State & Zip

202-772-xxxx

Daytime Telephone number

david.reader@altmed.co

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

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

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF THE  
ALTMED RESEARCH FOUNDATION, INC.**  
(In compliance with Chapter 617, F.S., (Not For Profit))

**ARTICLE I - NAME**

The name of this corporation shall be the AltMed Research Foundation, Inc. ("Corporation").

**ARTICLE II- PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 6151 Lake Osprey Drive, Suite 318, Lakewood Ranch, Florida 34240-8419.

**ARTICLE III- PURPOSE**

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of 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") and applicable regulations, and solely in furtherance of such purposes, it shall:

- (a) Fund medical research;
- (b) Educate the public about medical research and its results;
- (c) Solicit, receive and expend gifts, contributions, legacies, and grants from all sources, including the general public; and
- (d) Engage in any other lawful act or activity in furtherance of its purposes.

Solely for the purposes set forth herein, the Corporation may engage in any and all other charitable, educational, and scientific activities permitted to an organization exempt from federal income tax and described in section 501(c)(3) of the Code. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have all of the corporate powers and rights now or hereafter conferred by the Florida Not For Profit Corporation Act, as presently in effect or as it may hereafter be amended ("Act") upon nonprofit corporations.

**ARTICLE IV- MANNER OF DIRECTOR ELECTION; LIABILITY**

- (a) **Governance and Election.** The Corporation shall be governed by a Board of Directors. The size, the manner of election or appointment, and the qualifications, if any, of the Board of Directors shall be chosen in the manner provided in the Corporation's Bylaws.

(b) Limited Liability. Directors hereby qualify for limited liability protection unless a Director fails to meet the required duties of care and conduct including but not limited to fiduciary and good faith in accordance with the liability provision of the Act.

#### ARTICLE V- INITIAL DIRECTORS

The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
David P. Wright	6151 Lake Osprey Drive, Suite 318 Lakewood Ranch, Florida 34240-8419
Valerie D. Riddle	6151 Lake Osprey Drive Suite 318 Lakewood Ranch, Florida 34240-8419
Matt Nessetti	6151 Lake Osprey Drive Suite 318 Lakewood Ranch, Florida 34240-8419

#### ARTICLE VI - OPERATION AND DISSOLUTION

(a) Operation. The Corporation shall not have the authority to issue capital stock. Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. The Corporation shall operate exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, including, but not limited to, any director, officer, manager, or other related person of the Corporation, 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 of the Corporation set forth herein.

(ii) 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, except as authorized under the Code.

(iii) Notwithstanding any other provision set forth in these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(iv) Notwithstanding any other provision set forth in these Articles of Incorporation, at any time that the Corporation is a private foundation within the meaning of section 509 of the Code, the Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, will not retain any excess business holdings as defined in section 4943(c) of the Code, will not make any investments in a manner as to subject it to tax under section 4944 of the Code, and will not make any taxable expenditures as defined in section 4945 of the Code.

(b) Dissolution. Upon the dissolution of the Corporation, or the liquidation of its assets, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations described in section 501(c)(3) of the Code or to the federal government or to a state or local government for public purposes, as the Board of Directors shall determine. Any such assets not so disposed 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 exempt purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes, provided always that none of the assets of the Corporation shall be distributed to or for the benefit of any director or officer of the Corporation, or any other private individual.

#### ARTICLE VII- MEMBERS

The Corporation shall not have members.

#### ARTICLE VIII

The name and Florida street address of the initial registered agent of the Corporation is:

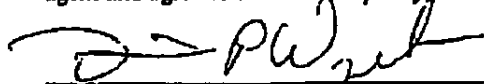
David P. Wright  
6151 Lake Osprey Drive, Suite 318  
Lakewood Ranch, Florida 34240-8419

**ARTICLE IX- INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

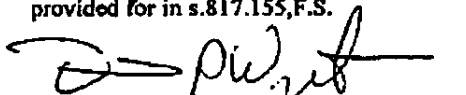
David P. Wright  
6151 Lake Osprey Drive, Suite 318  
Lakewood Ranch, Florida 34240-8419

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.

  
Required Signature of Registered Agent

10/23/2014  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.

  
Required Signature of Incorporator

10/23/2014  
Date