

N14000011147

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRAIN ENHANCEMENT, INC.
Name of Corporation

DOCUMENT NUMBER: N14000011147

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TRACY P. MOYE

Name of Contact Person

MOYE LAW FIRM

Firm/Company

527 E. PARK AVENUE

Address

TALLAHASSEE, FL 32303

City/State and Zip Code

TRACY@MOYELAWFIRM.COM

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

For further information concerning this matter, please call:

TRACY P. MOYE

Name of Contact Person

at (**850**) **224-6693**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

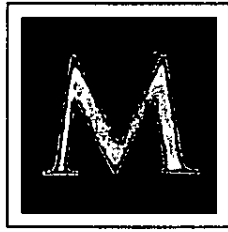
☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



DAVID W. MOYÉ
david@moyelawfirm.com

MOYÉ LAW FIRM

TRACY P. MOYÉ
tracy@moyelawfirm.com

December 17, 2014

VIA U.S. Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Brain Enhancement, Inc.
Document Number: N14000011147

To Whom It May Concern:

Enclosed please find the Articles of Correction for Brain Enhancement, Inc. amending the Articles of Incorporation as filed on December 8, 2014. Additionally, please find Moye Law Firm check number 5279 in the amount of \$43.75 which reflects the filing fee and certified copy of the same.

Thank you for your attention to this matter.

Sincerely,


Whitney Jobson
Moyé Law Firm

Enclosures

ARTICLES OF CORRECTION

For

BRAIN ENHANCEMENT, INC.

Name of Corporation as currently filed with the Florida Dept. of State

N14000011147

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct **ARTICLES OF INCORPORATION**
(Document Type Being Corrected)

filed with the Department of State on **DECEMBER 8, 2014**
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

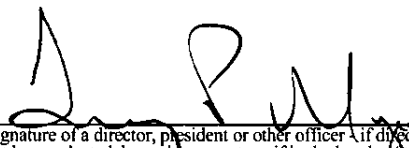
EVA BIENKIEWICZ, Ph.D. - VICE-PRESIDENT

ALFREDO NOVA, M.D. - CHAIRPERSON

Correct the inaccuracy, incorrect statement, or defect:

EVA BIENKIEWICZ, Ph.D. - DIRECTOR

ALFREDO NOVA, M.D. - DIRECTOR


(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

TRACY P. MOYE

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

Filing Fee: \$35.00

ARTICLES OF INCORPORATION

OF

BRAIN ENHANCEMENT, INC. **(A Florida Nonprofit Corporation)**

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves together to form a corporation under the laws of the State of Florida, pursuant to Florida Not For Profit Corporation Act, Chapter 617, F.S.

ARTICLE I. NAME

The name of this Corporation is BRAIN ENHANCEMENT, INC.

ARTICLE II. PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the Corporation is 4838 Kerry Forest Pkwy, Tallahassee, FL 32309 and the mailing address of the Corporation is 4838 Kerry Forest Pkwy, Tallahassee, FL 32309. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE IV. PURPOSES

(a) The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), to support and conduct educational and/or scientific research.

(b) Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any directors, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions

of any of the corporate assets on dissolution of the Corporation.

2. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

4. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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.

5. The Corporation is organized purpose to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE V. MEMBERSHIP

This Corporation shall have no members.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall at all times have at least three (3) members of the Board of Directors. The number of members of the Board of Directors and election of such members in the future shall be determined as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have six (6) members. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

David Moye

527 E. Park Avenue
Tallahassee, Florida 32301

President

Margaret Koberda	4838 Kerry Forest Pkwy Tallahassee, FL 32309	Vice-President
Coman Leonard	3837-A Killearn Court Tallahassee, Florida 32309	Treasurer
Tracy Moye	527 E. Park Avenue Tallahassee, Florida 32301	Secretary
Eva Bienkiewicz, Ph.D.	Florida State University College of Medicine 1115 West Call Street Tallahassee, Florida 32306	Director
Alfredo Nova, M.D.	2110 Centerville Road Tallahassee, Florida 32308	Director

ARTICLE VII. AMENDMENT TO THE ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time; and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VIII. BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter or rescind the Bylaws or adopt new Bylaws.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

J. Lucas Koberda, M.D., Ph.D.	4838 Kerry Forest Pkwy Tallahassee, FL 32309
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The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation.

ARTICLE X. INDEMNIFICATION

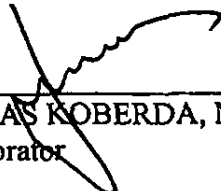
The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of this Corporation is Tracy P. Moye, whose address is 527 E. Park Avenue, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 28 day of July, 2014.

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 as third degree felony as provided for in s. 817.155, F.S.


J. LUCAS KOBERDA, M.D., Ph.D.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 28th day of July, 2014, by J. LUCAS KOBERDA, M.D., Ph.D., who is personally known to me or who has produced _____, as identification.




NOTARY PUBLIC

My Commission Expires 4/12/15

REGISTERED AGENT ACKNOWLEDGEMENT AND ACCEPTANCE

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.


TRACY P. MOYE