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FLORIDA PROFIT/NON PROFIT CORPORATION PHYSICAL NEUROREHAB FOUNDATION, INC.

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ARTICLES OF INCORPORATION PHYSICAL NEUROREHAS FOUNDATION, INC. A NON -PROFIT CORPORATION

We, the undersigned, acting as Incorporators of a Corporation pursuant to Chapters to 817, Part I, of the Florida Statutes, adopt the following articles of Incorporation of such corporation:

ARTICLE I -NAME.

The name of this corporation shall be

PHYSICAL NEUROREHAB FOUNDATION, INC.

Hereafter referred to as the "Corporation"

ARTICLE II-DURATION

This corporation shall have perpetual existence.

ARTICLE III- CORPORATE PURPOSE

The purposes for which the corporation is organized are:

- a. To educate and raise awareness of physical, rehabilitation and neurological treatments for individuals suffering from stroke, spinal cord pathology, brain injuries, loss of balance and neurological injuries.
- e. The purposes for which the PHYSICAL NEUROREHAB FOUNDATION, INC., is organized are exclusively educational and rehabilitation purposes, including, for such purposes, the making or distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- f. Notwithstanding any provision of these articles, this organization, shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 ©) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes whiting the meaning of section 501 ©) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by Court of competent jurisdiction, in the country in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV-MEMBERSHIP

Any natural person or legal entity interested in the objectives of the Corporation shall be eligible for membership as provided in the by laws.

Categories of membership, admission procedures, dues, and other benefits or requirements shall be prescribed and clearly defined in the bylaws and shall include, but by no means be restricted:

- a. General or voting members who are natural persons or legal entities; and
- b. Affiliated associations of regional group memberships;
- c. Special memberships as may from time to time be considered appropriate;
 and
- d. Natural person, legal entities, affillated associations and other categories of memberships shall be entitled to vote on elective issues based on equitable formulas prescribed and defined in the Directors' Rules.

ARTICLE V-BOARD OF DIRECTORS.

The elections of the directors shall be in the laws.

The number of directors which shall constitute the whole Board shall be five (5), or such as from time shall be fixed bylaws, but in no event shall be less than One (1).

The names and addresses of the persons who are to serve as initial directors of the Corporation are as follows:

Rafael Garcia Ortiz

1890 8W 57th Avenue, # 112 Miami, Florida 33155

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ARTICLE VI-OFFICERS

The initial officers of the corporation shall be:

Rafael Garcia Ortiz

-President, Vice-President, Treasurer and Secretary

ARTICLE VII-INITIAL REGISTER OFFICE AND REGISTERED AGENT,

The street address of the initial registered office of this corporation shall be:

1890 SW 57th Ave, # 112, Mlami, Florida 33155

Principal address is same as registered.

The Initial registered agent of this Corporation shall be:

Rafael Garcia Ortiz who shall accept service of process within this State, at such address and shall serve in such capacity until this successor is selected and duly designate.

ARTICLE VIII-INCORPORATOR

The names and addresses of the person who is going to be the incorporator of this corporation is a follows: Rafael Garcia Ortiz, 1890 SW 57th Ave, # 112. Miami, Florida 33155.

ARTICLE IX-GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes consistent with these Articles which are selected by the board of Directors.

This Corporation shall have no capital stock and pay no dividends to its incorporators, directors, officers or members, in addition, no part

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of the Income of the Corporation shall be distributed to its members, directors, officers or Incorporated; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefit upon its members in conformity with its purposes.

ARTICLE X- NO PECUNIARY GAIN

This Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain or remuneration to its members, directors, or officers as such, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or to otherwise inure to the benefit of any member, director, or officer of, or any other person having a personal and private interest in the activities of the Corporation; provided, however, that the Corporation may pay reasonable compensation for services rendered and property and supplies furniture to the Corporation in the furtherance of its purposes described in Article II hereof.

ARTICLE XI- NO PERSONAL LIABILITY

Members, directors, and officers of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, directors, and officers is subject to the payment of the debts or obligations of the corporation to any extend whatsoever.

ARTICLE XII- DISSOLUTION OF CORPORATION

The board of Directors may dissolve this Corporation with the prior approval of two-thirds (2/3) majority vote of the general voting membership; provided that notice of purpose for the meeting has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting where the vote for dissolution shall take place.

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EXECUTION BY THE INCORPORATORS.

IN WHITNESS WHEREOF, the undersigned have hereunto set his hand and seats on the foregoing Articles of incorporation of the PHYSICAL NEUROREHAB FOUNDATION., as incorporators hereof,

24 day HOECH. 2017

ACKNOWLEDGMENT OF ONE INCORPORATOR

IN WITNESS WHEREOF, Rafael Garcia Ortiz, the incorporator hereof, has hereunto set and seal hereon and adknowledges and files in the office of the secretary of State of Florida, the foregoing of Incorporation, this __ < \frac{1}{2} \frac{1}{2} day of March 2017

I accept my position as registered agent

Rafael Garde Ortiz

Incorporator

STATE OF FLORIDA COUNTY OF MIAMI- DADE

BEFORE ME, personally appeared Rafael Garcia Ortiz to me well known and known to me to be the person described in, and who took an oath and executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for purposes therein expressed.

WITNESS my hand and official seal, this 34 day of _ NORCH

State of Florida at Large

My Commission Expires:

MAILY ALDIN Notury Public - State of Florida My Comm. Expires Sup 7, 2016 Commission # FF 157444

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