

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Explorer Life Science Foundation, Inc.

Certificate of Status	0
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Articles of Incorporation
of
Explorer Life Science Foundation, Inc.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a Florida not-for-profit corporation in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be: Explorer Life Science Foundation, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

PRINCIPAL OFFICE

3190 Citrus Tower Boulevard
Suite B
Clermont, FL 34711

MAILING ADDRESS

3190 Citrus Tower Boulevard
Suite B
Clermont, FL 34711

ARTICLE III
PURPOSE

This corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including without limitation, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall do all things necessary to carry out its business, subject to the limitations imposed by applicable law or these Articles, including without limitation, providing fundamental research in stem cells and organ regeneration and other related research in life science and medicine consistent with these purposes. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

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ARTICLES OF INCORPORATION OF
EXPLORER LIFE SCIENCE FOUNDATION, INC.

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ARTICLE IV MANNER OF ELECTION

The manner in which the Directors of the corporation are elected or appointed shall be provided in the bylaws of the corporation.

ARTICLE V INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualified. The name and street address of the initial director are:

NAME

ADDRESS

Hanxian Huang, M.D., Ph.D.

3190 Citrus Tower Boulevard
Suite B
Clermont, FL 34711

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 3100, Tampa, FL 33602, and the initial registered agent of this corporation at such office shall be Gary Walker. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

NAME

ADDRESS

Hanxian Huang, M.D., Ph.D.

3190 Citrus Tower Boulevard
Suite B
Clermont, FL 34711

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EXPLORER LIFE SCIENCE FOUNDATION, INC.

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ARTICLE VIII BYLAWS

The power to adopt the Bylaws of this corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon its members, trustees, officers, or other private persons herein are subject to this reservation.

ARTICLE X LIMITATIONS

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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of

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EXPLORE LIFE SCIENCE FOUNDATION, INC.

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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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

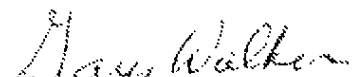
DATED this 14th day of November, 2018.


HANXIAN HUANG, M.D., Ph.D., Incorporator

Acceptance of Service as Registered Agent

The undersigned, GARY WALKER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 14th day of November, 2018.


GARY WALKER, Registered Agent

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TALLAHASSEE, FL 32310

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