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**FLORIDA PROFIT/NON PROFIT CORPORATION
HYPERION ACCELERATOR INSTITUTE, INC.**

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ARTICLES OF INCORPORATION
HYPERION ACCELERATOR INSTITUTE, INC.
A Florida Corporation Not for Profit

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I
Name

The name of the corporation shall be HYPERION ACCELERATOR INSTITUTE, INC. (the "Corporation"). The street address and the mailing address of the Corporation shall be 1221 Brickell Ave., # 948, Miami, Florida 33131.

ARTICLE II
Purposes

The Corporation is formed exclusively for the objects and purposes of set forth herein.

To operate a not for profit medical research organization committed to serving as a catalyst for stimulating ideas, people, companies, and institutions to collaborate and achieve excellence in healthcare innovation, particularly in the substance abuse, gambling addiction and pain management sectors. The Corporation will conduct its medical research functions in conjunction with one or more hospitals in a joint effort pursuant to an understanding that each party shall maintain close cooperation in the active conduct of medical research to, among other possible things, investigate, experiment, and form studies to discover, develop, or verify knowledge relating to the causes, diagnosis, treatment, prevention, or control of physical or mental diseases and impairments.

To have or to have continuously have available for its regular use the appropriate equipment and professional personnel necessary to carry out its principal functions and disciplines spanning the biological, social and behavioral sciences.

To otherwise employ the assets of the Corporation for charitable, scientific, and educational purposes in any manner which is not inconsistent with the specific purposes set forth above.

To use such assets to further the objects and purposes of the Corporation with respect to a medical research organization as set forth in Paragraph one of this Article and to the extent that such assets consist of any financial assets such as cash, stock, bonds, and other securities, such assets shall be invested and the income generated thereby shall be applied to provide for the Corporation to fund the projects described in Paragraph one above, and to cover the other operating expenses of the Corporation. Any income in excess of the amounts required for these purposes in any one year may be used to make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code.

In addition, if the Corporation is subject to Section 4942 of the Code, the Corporation shall make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code to the extent necessary for the Corporation to avoid any tax under Section 4942 of the Code.

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HYPERION ACCELERATOR INSTITUTE, INC.
1221 BRICKELL AVE.
MIAMI, FL 33131

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**ARTICLE III
Powers**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes as well as other applicable law.

**ARTICLE IV
Limitations on Activities**

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual or Member, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. The foregoing, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, 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.

**ARTICLE V
Dissolution**

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; *provided, however*, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such charitable organization(s) as shall qualify as such under Florida law and Section 501(c)(3) of the Internal Revenue Code, as the Directors shall determine.

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**ARTICLE VI
Incorporator**

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

Peter P. Lindley, Esq.
Anthony L.G., PLLC
625 North Flagler Dr, Suite 600
West Palm Beach, Florida 33401

**ARTICLE VII
Nonstock corporation**

The Corporation shall not have or issue shares of stock.

**ARTICLE VIII
Membership**

The conditions of membership in the Corporation and the rights and obligations of its members, shall be as fixed by, or in the manner provided in, the Bylaws of the Corporation.

**ARTICLE IX
Board of Directors**

Section 1. The members shall elect a Board of Directors in whom shall be vested the management of the affairs of the Corporation. The number of members of the Board of Directors, which shall constitute the whole Board, shall be three. The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

Section 2. The names and addresses of the persons who are to serve as the initial members of the Board of Directors of the Corporation are;

Bankole Johnson	1221 Brickell Ave # 948, Miami, FL 33131
Antonello Bonci	1221 Brickell Ave # 948, Miami, FL 33131
Michael Wudyka	1221 Brickell Ave # 948, Miami, FL 33131

**ARTICLE X
Indemnification and Liability**

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and, in the discretion of the Board of Directors, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A member of the Board of Directors of the Corporation shall under no circumstances have any personal liability to the Corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with

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respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Internal Revenue Code.

ARTICLE XI
Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is 1221 Brickell Ave # 948, Miami, Florida 33131.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Bankole Johnson.

ARTICLE XII
Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all Members.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 11th day of June, 2019.

Peter P. Lindley
Peter P. Lindley, Incorporator

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DIVISION 12


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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 617.0501, the following is submitted:

HYPERION ACCELERATOR INSTITUTE, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 1221 Brickell Ave # 948, Miami, Florida 33131 as its initial Registered Office, and has named Bankole Johnson located at said address as its initial Registered Agent.


Peter P. Lindley
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.



Bankole Johnson
Registered Agent

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