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**FLORIDA PROFIT/NON PROFIT CORPORATION
INSTITUTE OF ETIOLOGICAL RESEARCH, INC.**

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2019 JUN 25 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUN 26 2019

**ARTICLES OF INCORPORATION
OF
INSTITUTE OF ETIOLOGICAL RESEARCH, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Institute of Etiological Research, Inc. The principal place of business and mailing address is 2800 S Ocean Blvd, Suite 3G, Boca Raton, FL 33432.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for educational, research, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- (a) conducting epidemiological research across a broad spectrum of medical topics to better understand how often diseases occur in different groups of people and why;
- (b) publishing articles on epidemiological research, findings and other related matters in medical journals and publications; and
- (c) providing grants to researchers, students, and young investigators interested in the field of epidemiological to conduct medical research.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV

Members

The Corporation shall not have members.

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 2800 S Ocean Blvd, Suite 3G, Boca Raton, FL 33432 and the name of its initial registered agent at such address is Eric M. Hecht, MD, MSPH, PhD.

ARTICLE VI
Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation (the "Bylaws"). The names and addresses of the current directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Eric M. Hecht, MD, MSPH, PhD	2800 S Ocean Blvd, Suite 3G, Boca Raton, FL 33432
Milt Koenigsberg	2800 S Ocean Blvd, Suite 3G, Boca Raton, FL 33432
Dary Goldman, MD	2800 S Ocean Blvd, Suite 3G, Boca Raton, FL 33432

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Eric M. Hecht, MD, MSPH, PhD	2800 S Ocean Blvd, Suite 3G, Boca Raton, FL 33432

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner as specified in the Bylaws of the Corporation.

ARTICLE X

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Code §§ 501(c)(3) and 170(c)(2), or to the federal, state, or local government for exclusive public purpose. Any assets not disposed of in accordance with this Article for any reason shall be disposed of by the proper Court of the county in which the principal office of the Corporation is then located, in such manner and to such exempt organization or organizations under Section 501(c)(3) of the Code as such Court shall determine.

ARTICLE XI

Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

Section 3. Private Operating Foundation Limitations. At any time during which the Corporation is classified as a private foundation for federal income tax purposes pursuant to Code § 509 or corresponding section of any future law, the Corporation:

- (a) shall not engage in any act of self-dealing as defined in Code § 4941(d) or corresponding section of any future law;
- (b) if not otherwise exempt as a private operating foundation, shall make distributions of such amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by Code § 4942 or corresponding section of any future law;
- (c) shall not retain any excess business holdings as defined in Code § 4943(c) or corresponding section of any future law;
- (d) shall not make any investments in such manner as to subject it to tax under Code § 4944 or corresponding section of any future law; and
- (e) shall not make any taxable expenditure as defined in Code § 4945(d) or corresponding section of any future law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of June 2019.



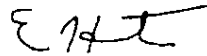
Eric M. Hecht, MD, MSPH, PhD,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 25th day of June 2019.

Registered Agent:



Eric M. Hecht, MD, MSPH, PhD