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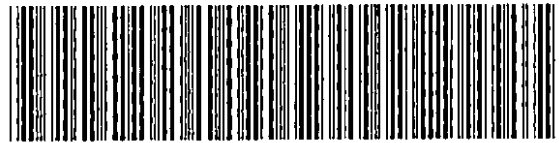
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OCT 29 2019

K Brumbley

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 026411 7899575

AUTHORIZATION :

[Handwritten Signature]

COST LIMIT : \$ 70.00

ORDER DATE : October 28, 2019

ORDER TIME : 4:12 PM

ORDER NO. : 026411-005

CUSTOMER NO: 7899575

DOMESTIC FILING

NAME: BRAIN HEALTH INITIATIVE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson - EXT.

EXAMINER'S INITIALS: _____

**CERTIFICATE OF INCORPORATION
OF
BRAIN HEALTH INITIATIVE, INC.
A NON-STOCK CORPORATION**

FILED
OCT 28 AM 11:34
JERRY M. GRIFFIN
TALLAHASSEE, FLORIDA

FIRST: Name. The name of the Corporation is **BRAIN HEALTH INITIATIVE, INC.**

SECOND: Principal Place of Business and Mailing Address. The initial principal place of business and mailing address of the Corporation is 1815 W. 13th Street, Suite 5, Wilmington, DE 19806.

THIRD: Purposes. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purpose of the Corporation is increase brain health and performance outcomes across the lifespan through brain health promotion, prevention, early identification, evidence-based intervention, and performance optimization. The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation.

FOURTH: Directors and Directors' Address. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation.

FIFTH: The name and address of the initial registered agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

SIXTH: The name and address of the incorporator is: Jon A. Brilliant, 1815 W. 13th Street, Suite 5, Wilmington, DE 19806.

SEVENTH: Exemption Requirements. At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

- A. 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 Article Third hereof.
- B. No substantial part of the activities of the Corporation shall be the carrying on 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 or in opposition to any candidate for public office.
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

EIGHTH: No Liability. No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

NINTH: Duration. The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of 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.

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.

Roxanne Turner
Registered Agent

Roxanne Turner
Asst. Vice President

10/28/19
Date

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

Roxanne Turner
Incorporator

10/28/19
Date

WRITTEN CONSENT
OF
INCORPORATOR TO
ORGANIZATIONAL ACTION
OF
BRAIN HEALTH INITIATIVE, INC

Under Section 607.0205 of the Florida Business Corporation Act, the following action is taken this day through this instrument by the incorporator of the above-named corporation:

The following are elected to serve as the initial board of
directors and shall complete the organization of the corporation:
BRAIN HEALTH INITIATIVE, INC

Corporation Service Company, Incorporator

By: Roxanne Turner
Name: Roxanne Turner
Title: Assistant Secretary