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February 26, 2020

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

SUBJECT: Neurodegenerative Disease Research, Inc.

Enclosed please find an original and one copy of the articles of incorporation and a check for \$70.00 for the filing fee.

Neurodegenerative Disease Research, Inc. 15471 NW 112<sup>th</sup> Ave Reddick, FL 32686

Phone:

352-528-6558

Email:

sharon@brannancpa.com

If you need any further information regarding this application, please contact me at the above number.

Sincerely,

Sharon C. Brannan, CPA'RA

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# ARTICLES OF INCORPORATION OF NEURODEGENERATIVE DISEASE RESEARCH, INC.

#### FLORIDA NON-PROFIT CORPORATION

#### ARTICLE I NAME

The name of the corporation shall be Neurodegenerative Disease Research, Inc.

#### ARTICLE II ADDRESS

The principal place of business and mailing address of the corporation shall be 15471 NW 112<sup>th</sup> Ave. Reddick, FL 32686.

#### ARTICLE III. DURATION

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State.

#### ARTICLE IV: PURPOSE

This corporation is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions organizations that qualify as exempt organizations under section 50%(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE V. ORGANIZATION

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 herein. No

substantial part of the activities of the corporation shall be anything other than activities permitted to be carried on 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.

## ARTICLE VI. NON STOCK BASIS

This corporation is organized on a non-stock basis. This corporation shall not issue shares of stock.

#### ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of this corporation is Siobhan Ellison 15471 NW 112<sup>th</sup> Ave. Reddick, FL 32686.

#### ARTICLE VIII INCORPORATORS

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Siobhan Ellison DVM PhD	15471 NW 112 <sup>th</sup> Ave. Reddick, FL 32686

#### ARTICLE IX. DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or decreased from time to time, in accordance with bylaws adopted by the shareholders, provided, that the corporation shall always have the minimum number of directors required by law.

The names and addresses of the members of the first Board of Directors are:

NAME & TITLE	<u>ADDRESS</u>
Siobhan Ellison, President	15471 NW 112 <sup>th</sup> Ave. Reddick, FL 32686
William Killeen, Vice President	15471 NW 112 <sup>th</sup> Ave. Reddick, FL 32686
Julie Osborne, Director	19988 NW 123 <sup>rd</sup> Court Micanopy, FL 32667
Lindsay Helms, Director	8080 NW 131 <sup>st</sup> St Rd Reddick, FL 32686

#### ARTICLE X. INDEMNIFICATION

The corporation shall indemnify each officer and trustee, including former officers and trustees, to the full extent permitted by the laws of the State of Florida.

#### ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, all remaining assets will be used specifically to further the exempt purpose of this corporation or another exempt organization as described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE XII. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

#### ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shares entitled to vote thereon.

The undersigned incorporators have executed these Articles of Incorporation this 26th day of February, 2020.

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2/21/2020

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# CERTIFICATE OF DESIGNATION OF

## REGISTERED AGENT/REGISTERED OFFICE

- 1. The name of the corporation is Neurodegenerative Disease Research, Inc.
- 2. The name and address of the registered agent and office is:

Siobhan Ellison 15471 NW 112<sup>th</sup> Ave. Reddick, FL 32686

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Siobhan Ellison DVM PhD

Date