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**FLORIDA PROFIT/NON PROFIT CORPORATION  
COGNITIVE HEALTH FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
COGNITIVE HEALTH FOUNDATION, INC.  
(A Florida Not For Profit Corporation)**

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I  
NAME**

The name of the corporation shall be Cognitive Health Foundation, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be 1990 Main Street, Suite 750, Sarasota, FL 34236

**ARTICLE III  
PURPOSES**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

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5. Private Foundation. Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

6. Nonstock. The corporation is organized upon a nonstock basis.

7. Dissolution. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

#### **ARTICLE IV ELECTION OF DIRECTORS**

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

#### **ARTICLE V MEMBERSHIP**

The Corporation may have members as set forth in the Bylaws of the Corporation. Any member shall have such rights as shall be set forth in the Bylaws of the Corporation.

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**ARTICLE VI  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name and Florida street address of the registered agent are:

Cogency Global Inc.  
115 North Calhoun Street, Suite 4  
Tallahassee, Florida 32301.

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator are:

Howard A. Burde  
1990 Main Street, Suite 750  
Sarasota, FL 34236

**IN WITNESS WHEREOF**, the undersigned has executed these Articles as of the 30<sup>th</sup> day of September, 2021.

/s/ Howard A. Burde

\_\_\_\_\_  
Howard A. Burde, Incorporator

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### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Cogency Global Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Cogency Global Inc. 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 accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

COGENCY GLOBAL INC.

By: Merritt Walker  
Name: Merritt Walker  
Title: Asst. Secretary

Date: September 30, 2021