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(Requestor's Name)

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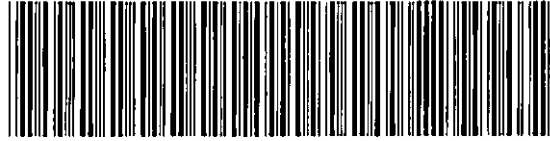
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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APR 11 2023

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2023 APR 11 PM 4:17
2023 APR 11 PM 3:40
RECEIVED
SEC. OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Institute For Advanced Biotechnology Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Institute for Advanced Technology Inc.

Name (printed or typed)

981 Highway 98E, Ste 3289

Address

Destin, FL 32541

City, State & Zip

501-213-6070

Daytime Telephone Number

christina@martinorganization.com

E-mail address: (to be used for future annual report notification)

**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

FILED
2023 APR 11 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Rod D. Martin, Founder & Chairman,
(Name) (Title)
of Institute For Advanced Biotechnology Inc., a foreign Corporation
(Corporation Name)
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was February 8, 2013.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Institute For Advanced Biotechnology Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Institute For Advanced Biotechnology Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Domiciled in Delaware, principal place of business in Florida.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Chairman, of Institute For Advanced Technology Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 11th day of April, 2023.


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

FILED

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SECRETARY OF STATE

**ARTICLES OF INCORPORATION
FOR THE
INSTITUTE FOR ADVANCED BIOTECHNOLOGY, INC.**

(A Florida Non-Stock Corporation)

**ARTICLE I
NAME, PURPOSE AND STRUCTURE**

1.1 Legal Name. The legal name of the corporation is the Institute for Advanced Biotechnology, Inc. (hereinafter referred to as the "Corporation").

1.2 Duration. The period of the Corporation's duration is perpetual.

1.3 Purpose. The purposes for which the Corporation is formed are as follows: grantmaking to individuals and institutions to efficiently and effectively invest in positive social change; and any and all other charitable, educational, religious and scientific activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be a nonprofit corporation.

1.4 Priority. These amended Articles of Incorporation, adopted September 2, 2022, to take effect no later than April 12, 2023, replace and supersede any previously adopted and filed Articles of Incorporation, including but not limited to those filed with the Delaware Secretary of State on or about February 8, 2013 and on or about April 2, 2020.

1.5 Structure. The Corporation shall have no capital stock.

1.6 Membership.

(A) The Corporation has and shall have only one member. The Member of the Corporation is The Martin Foundation, Inc., a Delaware corporation currently doing business in Florida as The Widows and Orphans Fund, and expected to re-domicile as a Florida corporation within the next year. The Martin Foundation, Inc. has, in its sole and absolute discretion, the following rights:

- i. The sole and exclusive right to elect and remove Board Members of the Corporation or any subsidiary;
- ii. The right to recommend to the Corporation's Board and the right to approve or reject, in writing, any amendment by the Corporation's Board of the Corporation's Articles and/or Bylaws; or to direct that specific amendments be adopted;
- iii. The right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the assets of the Corporation or any subsidiary; or any transaction of any sort of

the Corporation or any subsidiary greater than Two Hundred Fifty Thousand U.S. Dollars (\$250,000) in value;

- iv. The right to approve or reject the creation, amendment, or dissolution of any subsidiary of the Corporation;
 - v. The right to have notice of all meetings of the Board of the Corporation or any subsidiary, to be timely sent to The Martin Foundation's Chairman or Chief Executive Officer;
 - vi. The right to have The Martin Foundation's Chairman or Chief Executive Officer serve as a voting or non-voting *ex officio* Member of the Corporation's Board, and as a voting or non-voting *ex officio* member of any search committee for the Corporation's Chief Executive Officer;
 - vii. The right to approve or reject the hiring or termination of the Corporation's Chief Executive Officer;
 - viii. The right to have The Martin Foundation's Chairman, Chief Executive Officer or any other representative(s) it might designate to attend meetings of the Board; and
 - ix. The right to approve or reject any material change by the Corporation in the purposes or activities of the Corporation or any subsidiary.
- (B) The Corporation's Board members must honor their fiduciary duties to the Corporation, while honoring their duties to The Martin Foundation, Inc. as the corporate member in perpetuity.
- (C) The Corporation is subject to The Martin Foundation, Inc. and its governing documents, as they may be amended from time to time, as fully as if the Corporation's Board had approved and signed those governing documents.
- (D) The Board does not have the right or authority to expel, suspend or remove the Member or to admit any additional member without the prior written consent of the Member. No Bylaw or other action of the Corporation can under any circumstances restrict, diminish, or limit any of the rights of The Martin Foundation, Inc. enumerated in these Articles. The Martin Foundation, Inc. has legal standing to protect and enforce its membership rights, including the right to approve amendments to Articles and bylaws, and any action to enforce The Martin Foundation, Inc.'s rights does not implicate any statutory provision regarding challenges to the Corporation's power to act.

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1.7 Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. 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 107(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II ADDRESS AND REGISTERED AGENT

2.1 Address. The Corporation's principal place of business and mailing address is: 981 Highway 98E, Suite 3289, Destin, Florida 32541.

2.2 Registered Agent. The Corporation has been qualified to operate in Florida as a Foreign Not For Profit Corporation since April 17, 2017. In that capacity, its registered agent is Christina Murphy, 981 Hwy 98E, Suite 3289, Destin, FL 32541, and the Corporation hereby continues that relationship.

ARTICLE III FOUNDER AND DIRECTORS

3.1 Founder. Rod D. Martin is the Founder of the Corporation. His address is as stated in Section 3.2 below.

3.2 Directors. The officers and directors of the Corporation at the time of this filing are:

Founder and Chairman of the Board

Rod D. Martin
981 HWY 98 EAST
SUITE 3289
DESTIN, FL 32541

Vice Chairman and Secretary

Christina Murphy
981 HWY 98 EAST
SUITE 3289
DESTIN, FL 32541

ARTICLE IV ADDITIONAL PROVISIONS

4.1 Management of the Corporation. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding

section of any future federal tax code; and the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.2 Distribution of Assets in the Event of Private Foundation Status. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Corporation will distribute its income for each such tax year at the time and in a matter so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.3 Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, its assets shall be distributed to The Martin Foundation, Inc. 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. Any Corporation assets not so disposed of shall be distributed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, in a manner consistent with the foregoing.

These Articles of Incorporation are hereby adopted unanimously by the Board of Directors this 2nd day of September 2022, to take effect no later than the 12th day of April 2023.

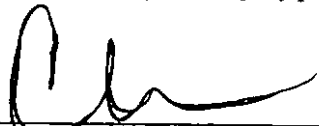


Rod D. Martin
Founder & Chairman

2023 APR 11 PM 4:17
SECRETARY
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REC'D
MILWAUKEE STATE

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 605, F.S..



Christina Murphy
Registered Agent