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FLORIDA PROFIT/NON PROFIT CORPORATION

The Healings Cells Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLES OF INCORPORATION
of
The Healing Cells, Inc.

Pursuant to the provisions of Chapter 617, F.S., (Not for Profit), this Florida Not For Profit Corporation adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: The Healing Cells, Inc. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

Principal street address:

Mailing address:

824 US-I, Suite 110
North Palm Beach, FL 33408

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North Palm Beach, FL 33408

ARTICLE III: PURPOSE

The Corporation is organized and operated exclusively for charitable and educational purposes, including, but not limited to, promoting stem cell therapy and providing life changing treatments for those in need.

ARTICLE IV: Duration

This corporation shall have a perpetual existence

ARTICLE V: MANNER OF ELECTION

Directors of the corporation shall be elected as described in the bylaws.

ARTICLE VI: MEMBERS

The corporation shall have no members.

ARTICLE VII: BOARD OF DIRECTORS

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

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ARTICLES OF INCORPORATION

of

The Healing Cells, Inc.

ARTICLE VIII: REGISTERED AGENT

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

Benjamin Handy
824 US-1, Suite 110
North Palm Beach, FL 33408

ARTICLE IX: INCORPORATOR

The name and Florida street address of the Incorporator is:

Benjamin Handy
824 US-1, Suite 110
North Palm Beach, FL 33408

ARTICLE X: INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

ARTICLE XI: DISSOLUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to such other organization or organizations either (1) organized and operated exclusively for charitable, scientific, literary, religious and educational purposes (2) or organizations exempt under Section 501(c)(3) of the Code or any successor provision of the Code. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

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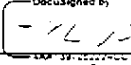
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ARTICLES OF INCORPORATION of The Healing Cells, Inc.

ARTICLE XIII: AMENDMENTS

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a majority of the members of the Board of Directors present at a meeting duly convened, in the manner now or hereafter prescribed by law.

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

DocuSigned by


Required Signature of Registered Agent

9/12/2023

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. I understand that the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain active status.

DocuSigned by


Signature of Incorporator

9/12/2023

Date

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