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Requester's Name

215 S. Monroe - P3

Address

Tallahassee FL 32301

City/State/Zip

Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The American Best Fiber Institute, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #) *Restarted*

3. (Corporation Name) (Document #) *Cancelled*

4. (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certified Copy ☐ Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

RECEIVED
00 SEP 27 PM 4: 20
DIVISION OF CORPORATION

Examiner's Initials

AR

9/27/00

CERTIFICATE OF AMENDMENT OF ARTICLES
ATTACHING TRUE COPY OF

RESTATED ARTICLES OF INCORPORATION
OF

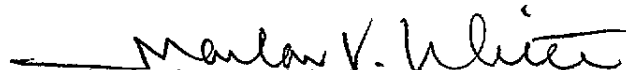
THE SBH GENETIC FOUNDATION, INC.

(FKA THE AMERICAN BAST FIBER INSTITUTE, INC.)

THE UNDERSIGNED Vice-Chairman of the Board and Secretary of The American Bast Fiber Institute, Inc., hereby certify that its Articles of Incorporation were amended to change its name to The SBH Genetic Foundation, Inc., among other amendments; and, as amended, were ordered to restated in their entirety and filed with the Florida Department of State. A true and correct copy of the Restated Articles of Incorporation of The SBH Genetic Foundation, Inc., is attached hereto.

IN WITNESS WHEREOF, we hereunto subscribe our signatures on this 22nd day of September, 2000.


A. EUGENE LEWIS, Secretary


MARLOW V. WHITE, Vice-Chairman

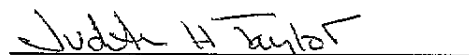
STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

BEFORE ME, the undersigned authority, appeared MARLOW V. WHITE and A. EUGENE LEWIS, who, being personally well-known to me and duly sworn and under oath, declared that they are the Vice-Chairman and Secretary of the above-named corporation and that they executed the foregoing Certificate with full-authority for the purposes stated therein.

IN WITNESS WHEREOF, I have set my hand and official seal on this 22nd day of September, 2000.





Judith H. Taylor
MY COMMISSION # CC670070 EXPIRES
August 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

THE AMERICAN BAST FIBER INSTITUTE, INC.

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF SPECIAL MEETING

THE UNDERSIGNED, being all of the Directors of The American Bast Fiber Institute, Inc., a Florida corporation not-for-profit, do hereby make the following findings and adopt the following actions in lieu of a special meeting:

WHEREAS, the corporation was founded, and has continued its efforts, to promote the growing of bast fiber crops as a commercially viable agriculture endeavor so as to provide economically viable alternative agricultural crops for the relief of the besieged small American farmer and farm families; and,

WHEREAS, in its efforts to provide relief for such small farmers, the corporation has itself, and in cooperation with other individuals and entities, worked to promote the development of processing techniques, processing facilities and markets for bast fiber plants and their by-products, particularly kenaf and ramie; and,

WHEREAS, it has become apparent to the corporation that in order for an economically viable market to be developed for kenaf and ramie, genetic research will be necessary, for example, to solve the problem of, or take advantage of, the viscosity of ramie lignins that prevents its whole-stalk use as a renewable source of paper pulp; and,

WHEREAS, the only genomic research currently being meaningfully funded in the agricultural area, of which the corporation is aware, is focused on rice which will never be as horticulturally viable crop in as broad a region as bast fiber plants; and,

WHEREAS, the corporation believes that genetic research promises to improve agriculture for the benefit of the small farmer in areas other than bast fiber plants; and,

WHEREAS, the individuals named in Article IV of the hereinbelow amended and restated Articles of Incorporation have agreed to serve as directors on the condition that the Articles of Incorporation are amended and restated as amended and restated below; and,

WHEREAS, the current directors of the corporation agree that it is in the best interest of the corporation, and in furtherance of its purposes, for them to resign in favor of the individuals named in Article IV and to amend and restate the Articles of Incorporation; and,

WHEREAS, there are no members entitled to vote, the undersigned directors hereby adopt the following resolution amending the Articles of Incorporation for the aforesaid purposes. on September 22, 2000. It is therefore

RESOLVED, that the Articles of Incorporation are hereby amended and restated in their entirety to read, and filed with the Florida Department of State, as follows:

* * *

**RESTATED ARTICLES OF INCORPORATION
OF
THE SBH GENETIC FOUNDATION, INC.
(F/K/A THE AMERICAN BAST FIBER INSTITUTE, INC.)**

THE UNDERSIGNED Chairman of the Board and Secretary of The American Bast Fiber Institute, Inc., hereby certify that the Articles of Incorporation were amended and, as amended, were ordered restated in their entirety and filed with the Florida Department of State.

**ARTICLE I
NAME AND LOCATION OF PRINCIPAL OFFICE**

Section 1. Name. The name of this corporation shall be The SBH Genetic Foundation, Inc. It will be referred to hereinbelow as "the Foundation".

Section 2. Location of Initial Principal Office. The location of the initial principal office of the Foundation shall be at Professor Emeritus William VanDercreek, Acting Executive Director, 215 South Monroe Street, Level P-3, Tallahassee, Florida 32301, or such other location as may be from time to time designed by the Board of Directors.

**ARTICLE II
DURATION AND PURPOSES**

Section 1. Duration. The life of this Foundation shall be perpetual.

Section 2. Purposes. This Foundation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue laws), including all purposes permitted by the laws of Florida for not-for-profit Corporations not in conflict with Section 501(c)(3) and shall specifically include, but not be limited to, the following:

- a. To accept and receive contributions of money, securities, and other property, tangible and intangible, for the purposes funding and supporting fundamental research in the fields of Molecular Biology of animals, plants and bacteria, Genomics, Functional Genomics, Computational Genomics, Proteomics, and similar fields, Molecular Genetics, Genetic Engineering, and DNA Diagnostics, and affiliated, allied, and supporting fields of scientific research, hereinafter collective referred to as “Genomic Research”;
- b. To endow, fund or otherwise support Genomic Research at academic and other research institutions, as well as in partnership with for-profit businesses.
- c. To endow, fund, or otherwise support professorships, fellowships, and post-graduate education of qualified persons engaged in Genomic Research;
- d. To fund or otherwise support conferences, symposia and other exchanges of knowledge, information and research in the fields of Genomic Research;
- e. To apply for, acquire, and hold patents on products, processes, methods, intellectual property and all other matters for which patents may be issued concerning Genomic Research;
- f. To provide a stable and continuous source of funding for research, education, scientific exchanges, technical assistance, services and infrastructure in Genomic Research;
- g. To leverage local, state and federal funds and resources with investments and resources from the private sector to promote scientific study and research of Genomics;
- h. To promote the transfer and development of technology used in Genomic Research for the benefit of the general public;

i. To make capital and management resources available to individuals and entities engaged in Genomic Research;

j. To acquire, preserve and disseminate knowledge and information of Genomic Research, including applications, processes, and products developed from Genomic Research for the benefit of the general public;

k. To do all and everything, including the making and carrying out of contracts and deeds necessary and suitable and proper for the accomplishment of these purposes of the furtherance of said purposes herein set forth and as may otherwise be authorized by the laws of the State of Florida and the United States, and to do every other act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part of parts thereof.

ARTICLE III POWERS

Section 1. General Powers. This Foundation shall have the power to act as a general or limited partner in any domestic or foreign limited or general partnership and to carry out all duties of the general partner; to act as a member and as a manager of a limited liability company; and, to engage in any lawful business and have all powers enumerated in the Florida General Corporation Act.

Section 2. Non-Inurement. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons; provided, however, that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable, documented expenses, including specifically reasonable compensation and reimbursement of costs for attendance at directors meetings by its directors, officers, corporate counsel or other public or

private persons whose attendance is requested by the board; and, to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Non-Intervention in Political Activities. This Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections or referendums. Notwithstanding this provision, members of the Foundation may participate in activities to provide information to representatives of the executive and legislative branches of the government of the of the various nations and states in connection with existing statutes or proposed legislation impacting or potentially impacting the Foundation or its ability to effectively pursue its charitable and public purposes; and, in addition to corporate counsel who shall be so designated, may designate one or more of its directors or officers as representatives before State, local or federal agencies or legislatures, as provided in Section 112.3215, Florida Statutes, or corresponding state, local, federal or other laws.

Section 3. Non-Involvement in Member Affairs. This Foundation making grants to individual scientists and institutions, including directors, shall not have as an objective, purpose or function, nor shall it have the power to engage in any activity respecting its directors' unrelated individual research, sales and marketing functions, or independent decisions with respect thereto, nor to effect any type of cooperation by, between or among, this Foundation and its directors that may violate antitrust laws, or effect, or attempt to influence any director in any such cooperative activity. All activity in violation of this provision is expressly prohibited and shall not be binding on the directors of this Foundation.

Section 4. Restrictions on Powers. Notwithstanding any other provision of these Articles, the Foundation shall not carry on any other activities:

a. Not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law);

b. Not permitted to be carried on by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or,

c. That would cause the Foundation expenditures or take any action that would be in violation any Executive Order or other regulations and rules issued by a competent authority.

ARTICLE IV BOARD OF DIRECTORS

The lawful authority and powers of this Foundation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than three (3) nor more than seven (7) Directors. The officers of the Board shall consist of a Chairman, a Vice-Chairman and a Secretary. Only members of the Board shall have voting rights. Only eminent scientists with international reputations will be eligible for election to the Board and at least one Director will be a distinguished scientist from the Institute of Molecular Genetics and Genetic Engineering in Serbia. The members of the Board shall be elected for terms of three years in accordance with the Foundation's By-Laws of the Foundation; in no event, however, shall any Director be reelected more than once. The names and addresses of the members of the Board who shall serve until the first election are as follows:

Paul Doty

Arturo Falaschi

Bruce Alberts

Vladimir Glisin

Patricia Goldman-Rakic

Branka Vasiljevic

Alex Rich

Addresses Exhibit A

ARTICLE V
EXECUTIVE DIRECTOR, CORPORATE OFFICERS
AND PROFESSIONAL SERVICES

The Board of Directors shall have the authority to employ an Executive Director and an Assistant Secretary and one or more officers and employees and to manage the affairs of the Foundation subject to the supervision of the Board. William VanDercreek, Professor Emeritus, Florida State University, College of Law, shall serve as Acting Executive Director and Acting Assistant Secretary until such time as the Board elects an Executive Director and an Assistant Secretary. The Board of Directors shall engage such professional services as it deems necessary and proper, but shall engage a non-member individual or firm as general counsel to the Foundation and a non-member individual or firm as a certified or chartered public accountant to the Foundation. Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

ARTICLE VI
VACANCIES

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the By-Laws of the Foundation; however, in any event, a vacancy shall be filled by a distinguished scientist elected unanimously by the remaining Directors.

**ARTICLE VII
BY-LAWS**

The By-Laws of this Foundation shall be made, altered, amended or rescinded only by unanimous vote of the members of the Board of Directors at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing By-Laws of the Foundation.

**ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all of the assets of the Foundation by distributing the assets to some other organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 which have similar purpose or purposes to that which is enumerated under Article II herein or to some state, local or federal entity.

**ARTICLE IX
CORPORATE COUNSEL AND REGISTERED AGENT**

The Foundation's current registered office is William VanDercreek, Professor Emeritus, 215 South Monroe Street, Level P-3, Tallahassee, Florida 32301, and the Registered Agent there is William VanDercreek, Professor Emeritus.

**ARTICLE X
AMENDMENTS**

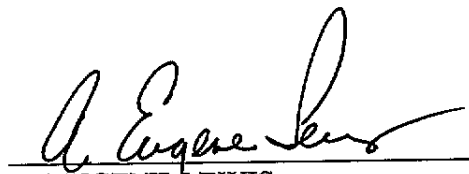
These Articles may be amended by unanimous vote of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the By-Laws of the Foundation for the purpose of amending the Articles.

* * *

RESOLVED, that the Chairman or the Vice-Chairman and the Secretary are authorized and directed to execute Articles of Amendment of the Articles of Incorporation or Restated Articles and to have said instrument filed in the office of the Florida Secretary of State. The Chairman, Vice-Chairman, Treasurer and Secretary are authorized and directed to execute any further documents, pay the necessary costs and fees, and to do any and all things that may be necessary of effectuate the foregoing resolutions.

IN WITNESS WHEREOF, we execute our signatures on this 22nd day of September 2000


FRED H. BESHEARS


A. EUGENE LEWIS


MARLOW WHITE

EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
THE SBH GENETIC FOUNDATION, INC.
(F/K/A THE AMERICAN BAST FIBER INSTITUTE, INC.)

BOARD MEMBERS

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Facsimile- 202-334-1647

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* Acceptance pending