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April 21, 1998

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

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-04/23/98--01044--001  
\*\*\*\*122.50 \*\*\*\*122.50

Ref: FACT FOUNDATION, Inc.

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of the articles of incorporation for the above referenced not for profit corporation, along with a check for \$122.50 to cover filing and certified copy fees.

Sincerely,

*J. Matisse Athens*

J. Matisse Athens

enc.

JA:jpl

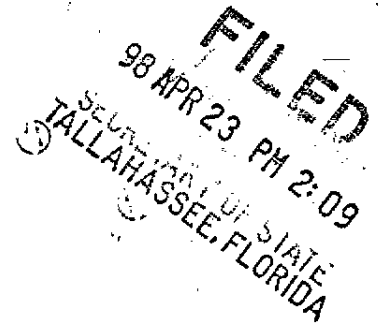
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*Return conformed  
copy to  
address on  
letterhead.*

**FILED**  
98 APR 23 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*2456*

**ARTICLES OF INCORPORATION**  
**OF**  
**FACT FOUNDATION, INC.**



The undersigned natural person, being of legal age, does hereby subscribe for the purpose of forming and organizing a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and hereby adopts the following Articles of Incorporation covering the existence and organization of this corporation.

**ARTICLE I NAME**

The name of this corporation shall be FACT FOUNDATION, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1380 Blue Lake Circle, Punta Gorda, Florida 33983-5950.

**ARTICLE III NONSTOCK ORGANIZATION**

The not for profit corporation shall be upon a nonstock basis and qualification for membership and the manner of admission shall be as regulated by the bylaws.

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Michael Heick, 1380 Blue Lake Circle, Punta Gorda, Florida 33983-5950.

**ARTICLE V INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is Michael

Heick, 1380 Blue Lake Circle, Punta Gorda, Florida 33983-5950.

## **VI INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three directors, and the names and addresses of the first directors of this corporation shall be Michael Heick, 1380 Blue Lake Circle, Punta Gorda, Florida 33983-5950; Ty J. Heick, 440 Cartagena Street, Punta Gorda, Florida 33983-5867; and Patricia Rowland, 440 Cartagena Street, Punta Gorda, Florida 33983-5867.

## **ARTICLE VII BOARD OF DIRECTORS**

The corporation shall be managed by a Board of Directors, the number of which will be determined by the initial board of directors as stated in the bylaws of the corporation. Any additional board members will be elected by majority vote of the board at its annual meeting. The Board of Directors shall elect the officers of the corporation, which shall consist of a President, a Vice President, and a Secretary/Treasurer, and such additional officers as the Directors may provide for. The Board of Directors may elect an executive committee and may delegate to it, as well as to the officers of the corporation, such powers as they deem advisable. All such officers shall have such tenure of office, powers and duties as may be prescribed by the bylaws or the Board of Directors by appropriate resolution.

## **ARTICLE VIII PURPOSE**

The purpose for which this corporation is organized can best be summarized from its acronym "FACT" which stands for "Find a Cure Today." As such, a children's charity is herein established, with its central and exclusive purpose being research of neurological

diseases first presenting in childhood.

There are no provisions in these Articles which limit in any manner the corporate powers authorized under this act, except that should this organization seek and obtain tax exempt status, this 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE IX ACTIONS WITHOUT MEETINGS**

The Board of Directors may take any action that could be taken at a meeting, without a meeting, provided written consent(s) describing the action(s) taken are signed by each director or committee member, as provided for in the Florida Not For Profit Corporation Act.

#### **ARTICLE X INDEMNIFICATION**

This corporation shall indemnify and save its officers and directors of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officer or director in his or her individual capacity, it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf, to the maximum extent indemnification is permitted under the

Florida Not For Profit Corporation Act.

#### **ARTICLE XI BYLAWS**

The original bylaws of this corporation shall be made, prepared and adopted by the initial Board of Directors; thereafter, the said bylaws may be amended, changed, repealed or enlarged by a majority vote of the Board, in person or by proxy, at any regular meeting of said Board or any special meeting called for such purposes.

#### **ARTICLE XII MEETING LOCATIONS**

All meetings of the directors and officers may be held within or without the State of Florida, upon such call and notice as may be prescribed by the bylaws or statutes.

#### **ARTICLE XIII CONFLICTS OF INTEREST**

No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer of the corporation is a party to or interested in such contract or transaction, and each and every director and officer of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of her/himself, or any firm, association or corporation in which s/he may be anywise interested, provided the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members, in accordance with the Florida Not For Profit Corporation Act.

#### **ARTICLE XIV DURATION**

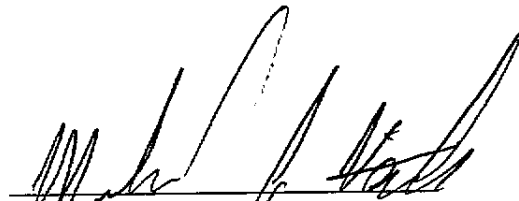
This corporation shall have perpetual existence, unless sooner dissolved according to

law.

#### **ARTICLE XV DISSOLUTION**

Upon dissolution of this not for profit corporation, assets shall be distributed for one or more exempt purposes within the meaning of applicable Internal Revenue Code provisions, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the not for profit corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

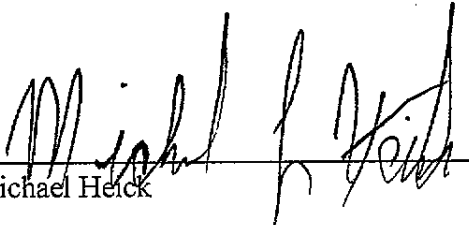
The undersigned incorporator has executed these Articles of Incorporation this 20 day of April, 1998.



MICHAEL HEICK

### ACCEPTANCE BY REGISTERED AGENT

I, Michael Heck, whose office is located at 1380 Blue Lake Circle, Punta Gorda, Florida 33983-5950, having been named as Registered Agent to accept service of process for FACT FOUNDATION, INC., do hereby accept designation as this corporation's initial Registered Agent. 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.

  
\_\_\_\_\_  
Michael Heck

4-20-98  
Date

**FILED**  
98 APR 23 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA