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FLORIDA NON-PROFIT CORPORATION
ADVANCEMENT OF DISEASE PREVENTION, INC.

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**ARTICLES OF INCORPORATION
OF
ADVANCEMENT OF DISEASE PREVENTION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

ARTICLE I

NAME

The Name of the Corporation is Advancement of Disease Prevention, Inc.

ARTICLE II

ENABLING LAW

The Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

POWERS

The Corporation shall have and exercise all rights and powers conferred upon not for profit corporations under the laws of the State of Florida and may conduct and carry on its activities in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country; provided, however, that the Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in Articles IV hereunder.

Filed by:
Stewart A. Markin, Esq.
FBN: 153444
444 Brickell Avenue, #300
Miami, Florida 33131
(305)358-5800

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ARTICLE IV

PURPOSES

1. The Corporation is established to promote both in the United States and certain foreign countries advancements and outstanding achievements developed in the United States and other countries of both traditional and non-traditional medical methods by utilizing clinical studies, laboratory research, publication, and teaching for the prevention and treatment of certain diseases and disorders in those areas set forth below by doing the following:

(a) Soliciting, collecting and otherwise raising money for the support of (i) preventative medicine; (ii) the prevention and treatment of cancer; (iii) the prevention and treatment of allergic diseases; (iv) the prevention and treatment of urogenital diseases; (v) the prevention and treatment of HIV/AIDS; (vi) the prevention and treatment of cardiovascular diseases; (vii) research in various medical fields including cell therapy; (viii) prenatal care; and (ix) the support of instruction and training in preventative health care and treatment in the workplace; all for the benefit of people, regardless of race, creed or color, and expending, contributing, disbursing and otherwise handling and disposing of such money for such purposes and administering such endeavors, either directly or by contribution to or through individuals or other agencies, organizations or institutions, organized for the same or similar purposes.

(b) By itself and in cooperation with other individuals or organizations, working for the alleviation of the privations, suffering and needs of people, and bringing to the attention of the people of the United States the existence of such privations, suffering and needs, and collecting, soliciting and otherwise raising money for the relief and rehabilitation of such people, and expending, contributing, disbursing and otherwise handling and disposing of such money for such

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purposes and administering and distributing such money either directly or by contribution to or through individuals or other agencies, organizations or institutions organized for the same or similar purposes.

(c) Soliciting, collecting and otherwise raising money for such charitable, philanthropic, eleemosynary and benevolent purposes and expending, contributing, disbursing and otherwise handling and disposing of such money for such purposes and administering such money and distributing the same either directly or by contributions to or through individuals or other agencies, organizations or institutions organized for the same or similar purposes.

(d) Acquiring or receiving by gift, grant, bequest, devise or otherwise, real and personal property of every nature and description and wheresoever situated, and holding, dealing and disposing of the same, or the income and proceeds thereof, in such manner and in such form and to such extent as may be necessary to carry out the purposes and objects of the Corporation within the limits allowed by law.

(e) Doing any and all of the things herein set forth, and in addition such other acts and things as may be necessary or convenient to attain the purposes of the Corporation to the same extent as natural persons lawfully might or could do in any part of the world.

(f) The foregoing clauses shall be construed both as objects and purposes and it is herein expressly provided that the foregoing enumeration of specific objects and purposes shall not be held to limit or restrict in any manner the powers of the Corporation.

2. The Corporation shall operate exclusively, and in no other manner, for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or under any corresponding provisions of any subsequent

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federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

TERM

The Corporation shall have a perpetual existence.

ARTICLE VI

MANAGEMENT OF THE CORPORATION

(a) The authority for all affairs of the Corporation shall be in a Board of Directors consisting of at least three (3) directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the blaws of the Corporation as from time to time in effect. The method of election of the directors of the Corporation shall be as set forth in the bylaws.

(b) Elective Officers. The officers of the Corporation shall be a president, vice president, secretary, and treasurer. Other offices and officers may be established or appointed by members of the Corporation at any meeting of the Board of Directors. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be

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authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(b) 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 in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or (iii) by a non profit corporation organized under the laws of the State of Florida.

(d) Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE VIII

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on the Corporation.

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ARTICLE IX

INCORPORATOR

The name and residence of the incorporator of these Articles of Incorporation is: STEWART A. MERKIN, ESQ., RIVERGATE PLAZA, SUITE 300, 444 BRICKELL AVENUE, MIAMI, FLORIDA 33131.

ARTICLE X

PRINCIPAL OFFICE

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE XI

LOCATION OF REGISTERED OFFICE;

IDENTIFICATION OF REGISTERED AGENT

- (a) The address of the Corporation's initial registered office in the State of Florida is:
Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.
- (b) The name of the Corporation's initial registered agent at the above address is:
STEWART A. MERKIN, ESQ.

ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

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ARTICLE XIII

DISSOLUTION

The Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Board of Directors. Upon 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 of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the subscriber of the Corporation, for the purpose of forming the Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 1st day of January, 1999.


Stewart A. Merkin, Incorporator

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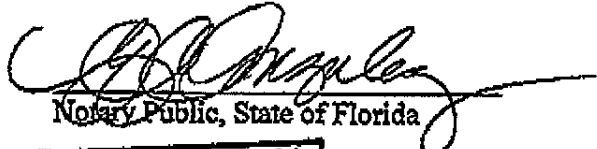
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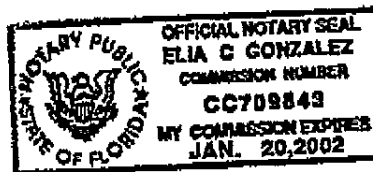
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public in and for the State of Florida duly commissioned, personally appeared Stewart A. Merkin, to me personally known, and known to me to be the same person described herein and who executed the within Articles of Incorporation and who acknowledged the same to be his act and deed.

SWORN TO AND SUBSCRIBED BEFORE ME this 4th day of January, 1999.

☒ personally known; or
☐ produced _____
as identification


Notary Public, State of Florida



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CERTIFICATE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Advancement of Disease Prevention, Inc.

2. The name and address of the Registered Agent and office is:

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

SIGNATURE


Stewart A. Merkin

DATE:

January 4, 1999

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