

DULMER & TRACY
CHARTERED

229 PENSACOLA ROAD, VENICE, FLORIDA 34285

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
59 FEB 15 PM 2:45

FLORIDA INSTITUTE OF NEUROSCIENCES AND CLINICAL RESEARCH, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE ONE.

NAME

The name of the corporation is FLORIDA INSTITUTE OF
NEUROSCIENCES AND CLINICAL RESEARCH, INC.

ARTICLE TWO.

STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general
charitable purposes pursuant to the Florida Not For Profit
Corporation Act.

ARTICLE THREE.

PRINCIPAL OFFICE

The street address of the initial principal office is 530
South Nokomis Avenue, Venice, Florida 34285. The mailing address
for the corporation is the same as its street address.

ARTICLE FOUR.

PRIMARY PURPOSE

The specific and primary purposes for which this corporation
is formed are:

A. The specific and primary purpose for which this
corporation is formed is to help meet the medical needs of Sarasota
County and the surrounding community as they relate to the aging
process, as well as basic and applied research on aging issues,

including, but not limited to, alzheimer's disease, depression, psychosis, anxiety disorders, neuro-degenerative disorders and other similar medical disorders common to the aging population.

B. The general purposes for which this corporation is formed is to operate exclusively for such charitable or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

D. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

E. No part of the net earnings of the corporation shall

inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or from the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

F. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The corporation shall not engage in any action of self-dealing as defined in Section 4941(D) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

I. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

J. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

K. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist.

ARTICLE FIVE.

ELECTION OF DIRECTORS

The manner in which the Directors of the corporation are to be elected is to be specified in the By-Laws of the corporation.

ARTICLE SIX.

REGISTERED OFFICE AND NAME OF

INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be located at 229 Pensacola Road, Venice, Florida 34285. The name of the initial registered agent of this corporation at such address shall be DENNIS J. TRACY, ESQ.

ARTICLE SEVEN.

INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
VINOD KUMAR, M.D.	36 West Rivo Alto Drive Miami, Florida 33139

ARTICLE EIGHT.

INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the Initial Directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
VINOD KUMAR, M.D.	36 West Rivo Alto Drive Miami, Florida 33139
VINOD K. BHATNAGAR, M.D.	530 South Nokomis Avenue Venice, Florida 34285
DENNIS J. TRACY, ESQ.	229 Pensacola Road Venice, Florida 34285

ARTICLE NINE.

MEMBERS

The corporation will have members and the qualifications for membership will be set forth in the By-Laws of the corporation. The members may be divided into classes, and if so, the rights and limitations for each class will be set forth in the By-Laws.

ARTICLE TEN.

CORPORATE INCOME

No part of the income or profit of the corporation shall be distributable to its Members, Directors, or Officers.

ARTICLE ELEVEN.

DISTRIBUTION OF ASSETS

In the event of dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any future Internal Revenue Code.

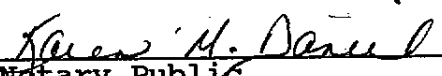
IN WITNESS WHEREOF, I have subscribed my name this 10th day of February, 1999.



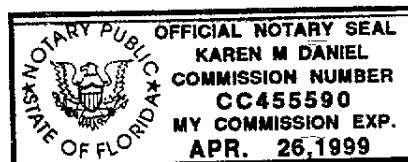
VINOD KUMAR, M.D.

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 10th day of February, 1999, by VINOD KUMAR, M.D.,
[☒] who is personally known to me or [☐] who has produced
_____ as identification and who did take an oath.



Notary Public
Typed Name _____
My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST . . . That following is submitted: **FLORIDA INSTITUTE OF NEUROSCIENCES AND CLINICAL RESEARCH, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 530 South Nokomis Avenue, Venice, Florida 34285, hereby appoints as its agent to accept service of process within Florida, the following:

SIGNATURE: _____


VINOD KUMAR, M.D.
(Corporate Officer)

TITLE: _____

President

DATE: _____

2/10/99

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____


DENNIS J. TRACY, ESQ.
(Registered Agent)

DATE: _____

February 10, 1999

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FILED
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DIVISION OF CORPORATIONS