

N99000005985



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 403381 7161537

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : October 7, 1999

ORDER TIME : 3:02 PM

ORDER NO. : 403381-005

CUSTOMER NO: 7161537

200003009302--3

CUSTOMER: Carl D. Motes, Esq  
MOTES & CARR  
MOTES & CARR  
P.o. Box 3426

Orlando, FL 32802-3426

DOMESTIC FILING

NAME: ORLANDO NEUROSURGICAL  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -7 AM 10:10

RECEIVED  
99 OCT 7 PM 4:06  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ORLANDO NEUROSURGICAL FOUNDATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -7 AM 10:10

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The undersigned Incorporators hereby desire and agree to form a corporation for charitable and philanthropic purposes under the provisions of Chapter 617 Florida Statutes and say:

**ARTICLE I**  
**CORPORATE NAME**

The name of the Corporation is **ORLANDO NEUROSURGICAL FOUNDATION, INC.** The principal address and the mailing address of the corporation is **400 Celebration Place, Suite 290, Celebration, Florida 34747.**

**ARTICLE II**  
**POWERS, OBJECTS AND PURPOSES**

Section 1. This is a nonprofit corporation, organized solely for medical research, general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

Section 2. The specific and primary purposes for which this corporation is formed are:

A. For the advancement of medical research, education and any other related or corresponding charitable purposes.

B. To perform medical research into the human brain, spinal cord, nerve system in the fields of neurology, neurosurgery, rehabilitation and related medical fields.

C. To acquire medical and research facilities and equipment as may be necessary to carry out the research and to conduct fund-raising activities to support the acquisition and maintenance of such facilities and equipment.

D. To operate exclusively in any other manner not prohibited by law for such research, charitable and educational purposes that will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax laws covering the distributions to organizations under the Internal Revenue Code, as amended, including private foundations.

Section 3. This Corporation shall be authorized to exercise the powers permitted nonprofit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and provided further that this Corporation shall not carry on any other activities not permitted to be carried on by (a) 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, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

### ARTICLE III REGISTERED OFFICE / AGENT

The street address of the Corporation's initial registered office in the State of Florida is **400 Celebration Place, Suite 290, Celebration, Florida, 32747**; and the name of its initial registered agent at such address is Julian E. Bailes, Jr., M.D.

### ARTICLE IV NON STOCK STRUCTURE and MEMBERSHIP

This corporation is organized under a non-stock basis. The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

**ARTICLE V**  
**PROVISIONS FOR OPERATION**

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

**ARTICLE VI**  
**DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE VII**  
**NAME AND ADDRESS OF INCORPORATORS**  
**INITIAL BOARD OF DIRECTORS**

Section 1. The name and address of the Incorporators to these Articles of Incorporation are as follows:

Julian E. Bailes, Jr., M.D.  
400 Celebration Place, Suite 290  
Celebration, Florida 32747

Max B. Medary, M.D.  
400 Celebration Place, Suite 290  
Celebration, Florida 32747

James Atkins, M.D.  
400 Celebration Place, Suite 290  
Celebration, Florida 32847

Section 2. The number of directors constituting the initial Board of Directors of the Corporation is three. Thereafter, the number of directors constituting the Board shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors

Section 3. The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation who shall serve until their successors are elected are as follows:

Julian E. Bailes, Jr., M.D.  
400 Celebration Place, Suite 290  
Celebration, Florida 32747

Max B. Medary, M.D.  
400 Celebration Place, Suite 290  
Celebration, Florida 32747

James Atkins, M.D.  
400 Celebration Place, Suite 290  
Celebration, Florida 32847

## **ARTICLE VIII**

### **NON-PROFIT STATUS**

Section 1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Notwithstanding any other provisions of these articles, this 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 this corporation.

Section 4. The Corporation will distribute its income for each tax year at such

time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

Section 5. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

Section 6. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

Section 7. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

Section 8. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any later federal tax laws.

## **ARTICLE IX**

### **DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) and 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 this 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.

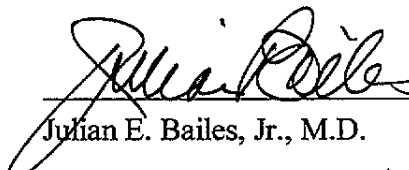
## **ARTICLE X**

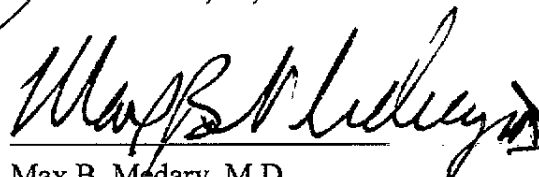
### **DEDICATION OF ASSETS**

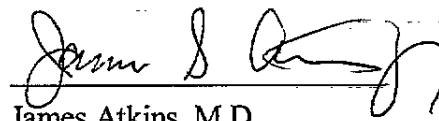
The property of this corporation is irrevocably dedicated to research, educational,

or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

IN WITNESS THEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this, the \_\_\_\_\_ day of August, 1999.

  
Julian E. Bailes, Jr., M.D.

  
Max B. Medary, M.D.

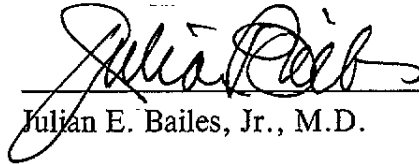
  
James Atkins, M.D.

**ACCEPTANCE OF REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -7 AM 10:10

The undersigned hereby accepts this \_\_\_\_ day of August, 1999 the designation as  
Registered Agent of ORLANDO NEUROSURGICAL FOUNDATION, INC.

My street address is 400 Celebration Place, Suite 290, Celebration, Florida 34747.

  
Julian E. Bailes, Jr., M.D.