

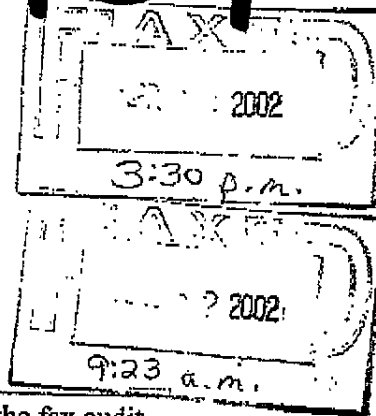
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20 11:46am To:85021 880 483 From:KIRK PINKERTON LAW FIRM 639 P 01/00 F-348

Florida Department of State

Division of Corporations  
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Account Number : 071670002600  
Phone : (941)364-2409  
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Attention Karen - Thank you!

FILED  
02 APR 22 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

THE CEREBRAL RESEARCH TRUST, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

AMENDED  
KRB  
4/22  
4/18/02  
(P)



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 18, 2002

THE CEREBRAL RESEARCH TRUST, INC.  
1226 N TAMiami TRAIL  
#100  
SARASOTA, FL 34236

SUBJECT: THE CEREBRAL RESEARCH TRUST, INC.  
REF: N99000007101

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Attn. #: 802000090081  
Letter Number: 502A00023329

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 82314

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**THE CEREBRAL RESEARCH TRUST, INC.**

(present name)

*Pursuant to the provisions of section 617.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE IX, Powers, shall be added to the Articles of Incorporation, to read as follows:  
See Exhibit A attached hereto.

**FILED**  
02 APR 22 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

Prepared by: L. Howard Payne, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
Phone: (941) 364-2480  
Atty. Bar #061952

**THIRD:** The date of each amendment's adoption: 3/18/02

FAX AUDIT #H02-90081

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) ~~was/were~~ approved by the shareholders. The number of votes cast for the amendment(s) was/were ~~submitted for approval.~~

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
 sufficient for approval by \_\_\_\_\_"

voting group

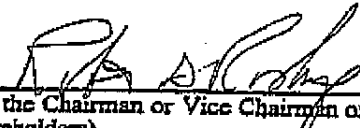
trustees

☒ The amendment(s) was/were adopted by the board of ~~directors.~~  
 There are no Members entitled to vote on the amendment.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 18<sup>TH</sup> of March, 19 2002

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERT ROSKAMP

Typed or printed name

President

Title

EXHIBIT A  
TO  
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
THE CEREBRAL RESEARCH TRUST, INC.

ARTICLE IX. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its trustees, members, directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its trustees, members, directors, officers and employees for services rendered.

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. Notwithstanding any other provision of these Articles, the 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.

Upon the dissolution of the Corporation, assets shall be distributed to such programs as the last acting Board of Trustees shall select that provide research in Alzheimer's Disease and related conditions, which shall at the time qualify as exempt organizations under Section 501(c)(3) of the

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Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

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