

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

COPY

JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC.

The undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapter 617, Florida Statutes, (the "Corporation") does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I.
NAME AND SEAL**

1. The name of the Corporation shall be JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC.
2. The Corporation shall have an identifiable impression type seal, provided, however, that such seal should always contain the words, "Corporation Not for Profit."

**ARTICLE II.
CORPORATE PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they may exist or as they may hereinafter be amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) to promote and support, directly or indirectly, by donation, loan or otherwise, the interests and purposes of the Corporation which is an organization described in Section 501(c)(3), Section 509(a)(1) and Section 170(b)(1)(A)(iii) of the Internal Revenue Code, and, in furtherance of these purposes the Corporation shall:

1. Govern and operate the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute (the "Institute") pursuant to Section 1004.445, Florida Statutes, through the operation of a health care consortium, designed to accommodate the health maintenance and disease prevention, detection and treatment needs of the communities which the Institute serves;
2. Be a statewide research institute, a national resource for basic research, clinical research and multidisciplinary approaches to patient treatment;
3. Serve as a community resource through outreach and communication efforts; and
4. Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:
 - A. No part of its net earnings shall inure to the benefit or be distributed to any member, director, officer or individual except in the form of reasonable compensation for

services rendered to the Corporation which are unrelated to board duties; and

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 except as authorized under the Internal Revenue Code.

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 (b) by a corporation, contributions to which are deductible under Section 170(b)(1)(A) of the Internal Revenue Code.

ARTICLE III.

POWERS AND LIMITATION ON POWERS OF THE CORPORATION

1. Powers. In addition to all other corporate powers provided by law and in furtherance of and limited by the purposes described in Article II of these Articles, the Corporation shall have the power to:

A. Have succession by its corporate name for a period set forth in its Articles of Incorporation;

B. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

C. Adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words, "Corporation Not for Profit;"

D. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, provided that members of the board of directors will receive no compensation for such services, except those services rendered to the Corporation which are unrelated to board duties;

E. Adopt, change, amend and repeal Bylaws not inconsistent with law or these Articles for the administration of the affairs of the Corporation and the exercise of its corporate powers;

F. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, secure any of its obligations by mortgage and pledge all or any of its property, franchises or income;

G. Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

H. Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or

any interest therein, wherever situated;

I. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any license and other rights or interests thereunder or therein;

J. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

K. Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

L. Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested, except as prohibited by Section 617.0833, Florida Statutes;

M. Make and receive donations for the public welfare or for religious, charitable, scientific, literary, educational or other similar purposes;

N. Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit, and further provided that the Board of Governors must approve any such merger or consolidation; or

O. Have and exercise all powers of a corporation organized pursuant to Chapter 617, Florida Statutes, necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

2. Limitations on Powers. The Corporation shall not have the power to:

A. Convey, lease, pledge or otherwise encumber assets of the State of Florida;

B. Issue stock, nor pay dividends;

C. Attempt to influence legislation as a substantial part of its activities;

D. Allow any part of its income to inure to the benefit of directors, officers or members of the Corporation, or to any other individuals except as reasonable compensation for services rendered which are unrelated to board duties;

E. Participate to any extent in any political campaign for or against any candidate for public office; or

F. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(b)(1)(A) of such Code, and

regulations as they now exist or as they may hereafter be amended.

ARTICLE IV.
MEMBERSHIP

1. Members. The members of the Corporation shall be the board of directors, who shall be the sole voting members of the Corporation.

2. Other Members. The Bylaws may provide for one or more classes of other members, who shall be admitted in such a manner and who shall have such rights and privileges as are set forth in the Bylaws but who shall not have the right to vote and who shall not be members of the board of directors.

ARTICLE V.
DURATION

The Corporation shall have perpetual existence.

ARTICLE VI.
MANAGEMENT

1. The affairs of the Corporation shall be managed by a board of sixteen (16) directors who shall serve without compensation. The board of directors shall consist of: (i) the President of the University of South Florida, or his/her designee; (ii) the chair of the Board of Governors, or his/her designee; (iii) five (5) representatives of the state universities; and (iv) nine (9) representatives of the public who are neither medical doctors nor state employees. Of the five (5) university representatives, one (1) shall be appointed by the Governor, two (2) by the President of the Senate, and two (2) by the Speaker of the House of Representatives; and of the nine (9) public representatives, three (3) shall be appointed by the Governor, three (3) shall be appointed by the President of the Senate, and three (3) shall be appointed by the Speaker of the House of Representatives in accordance with Section 1004.445, Florida Statutes.

Directors shall have only one vote. Each director who is a representative of a state university or of the public shall be appointed to serve a term of three (3) years. Any vacancy in the board shall be filled in the same manner as set forth above. Any director may be reappointed to the board.

The Corporation may enter into affiliation and/or management agreements to carry out the intent of Section 1004.445, Florida Statutes. The purpose of a joint affiliation shall be for the parties to the joint affiliation to work collaboratively as a state and national resource for research, education, treatment, prevention and early detection of Alzheimer's disease with the goal of discovering a cure for Alzheimer's disease. Any such agreement may provide for a joint affiliation board with powers and duties as specified in the agreement and, to the extent permitted by law, a joint affiliation board may be assigned some of the powers and duties of the board of directors.

2. The names and street addresses of the initial directors are:

Richard A. Beard, III
R.A. Beard Company
100 N. Tampa St., Suite 3175
Tampa, Florida 33602

Phil Handy, Chair
State Board of Education
325 W. Gaines St., Suite 1548
Tallahassee, Florida 32399

Steven G. Burton
Broad and Cassel
100 N. Tampa St., Suite 3500
Tampa, Florida 33602

Dr. Huntington Potter
12901 Bruce B. Downs Blvd.
MDC 7
Tampa, Florida 33612

Speaker Johnnie B. Byrd, Jr.
The Florida House of Representatives
420 The Capitol
402 South Monroe Street
Tallahassee, Florida 32399-1300

Dr. Jill B. Quadagno
Pepper Institute on Aging &
Public Policy
636 West Call Street
Tallahassee, Florida 32303-1121

Phyllis Cobb
Sarasota Memorial Hospital
761 John Ringling Blvd., Unit A5
Sarasota, Florida 34236

Sam Rashid
3621 Sugarloaf Lane
Valrico, Florida 33595

Thomas R. Conklin
1133 Fourth Street, Suite 200
Sarasota, Florida 34236

Daniel D. Raulerson
101 East Mahoney Street
Plant City, Florida 33563

President Judy L. Genshaft, Ph.D.
University of South Florida
Office of the President
4202 E. Fowler Ave., ADM 241
Tampa, Florida 33620-6150

Robert G. Roskamp
1226 North Tamiami Trail
Suite 100
Sarasota, Florida 34236

Amy T. Giordano
2309 Watrous Avenue
Tampa, Florida 33629

D. Howard Stitzel III
206 N. Collins Street
Plant City, Florida 33563

Dr. Wayne Goodman
Post Office Box 100256
Gainesville, Florida 32610-0256

Marge Wepler
6651 Oakbrook Circle
Bradenton, Florida 34202

3. The officers of the Corporation shall be a Chair, Vice-Chair, Chief Executive Officer, Secretary and Treasurer. These officers shall be elected by majority vote of the board. Any other officers shall be selected and appointed as provided in the Bylaws.

ARTICLE VII.
INCORPORATOR AND INITIAL PRINCIPAL OFFICE

The name and address of the Incorporator of the Corporation is:

L. David de la Parte, Esq.
de la Parte & Gilbert, P.A.
101 East Kennedy Boulevard, Suite 3400
Tampa, Florida 33602

The initial principal office of the Corporation shall be the Office of the Incorporator.

ARTICLE VIII.
AMENDMENTS TO BYLAWS AND
ARTICLES OF INCORPORATION

1. The Bylaws of the Corporation may be adopted, altered, amended or repealed by a majority vote of the board of directors at any regular or special meeting of the board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended or repealed; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the Corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

2. The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) vote of the board of directors at a regular or special meeting of the board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the approval of the Board of Governors; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at least ten (10) days prior to the meeting at which such Amendment to the Articles of Incorporation is to be voted upon.

ARTICLE IX.
REGISTERED OFFICE AND REGISTERED AGENT

The above-named Incorporator, desiring to organize the Corporation under the laws of the State of Florida, hereby designates the Corporation's Registered Office to be located at the offices of L. David de la Parte, de la Parte & Gilbert, P.A., 101 East Kennedy Blvd., Suite 3400, Tampa, Florida 33602. Corporation hereby designates said General Counsel as Registered Agent of the Corporation, to accept service of process within the state, to serve in such capacity until a successor is selected duly designated.

ARTICLE X.
INDEMNIFICATION

The Corporation shall indemnify any director or officer of the Corporation, or any former

director or officer of the Corporation.

**ARTICLE XI.
DEDICATION OF ASSETS**

The Corporation dedicates all assets which it may acquire to the charitable purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code or corresponding sections of any prior or future law or to the Federal government or to a state or local government for exclusive public purpose; provided that the recipient or recipients of the distribution shall be approved by the Board of Governors

**ARTICLE XII.
EMPLOYEES**

Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

IN WITNESS WHEREOF, the undersigned has subscribed his name under seal this 3rd day of April, 2003.

/s/ L. David de la Parte
L. David de la Parte
INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared, L. David de la Parte to me known to be the person described in and who executed the Articles of Incorporation, and acknowledged before me that he executed the said Articles of Incorporation as a free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of April, 2003.

/s/
Notary Public, State of Florida
Print, type or stamp
name: _____
My Commission Expires: _____
Serial No., if any _____

**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:

FLORIDA ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED L. DAVID DE LA PARTE LOCATED AT DE LA PARTE & GILBERT, P.A., 101 EAST KENNEDY BLVD., SUITE 3400, TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

/s/ L. David de la Parte
L. David de la Parte
INCORPORATOR

Dated: April 3, 2003

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.

/s/ L. David de la Parte
L. David de la Parte

Dated: April 3, 2003

**CERTIFICATE AS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER
AND RESEARCH INSTITUTE, INC.**

WE HEREBY ACKNOWLEDGE as the duly elected and qualified Chief Executive Officer and Secretary of the Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc. the following:

That these Amended and Restated Articles of Incorporation of Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc. were approved by the Board of Directors, the sole voting members of the Corporation, at a duly called meeting on August 22, 2008, pursuant to Section 617.1001, Florida Statutes, and include amendments approved by the Board of Directors, the sole voting members of the Corporation, at a duly called meeting on June 6, 2007;

That these Amended and Restated Articles of Incorporation include amendments to the Articles of Incorporation filed with the Florida Department of State, Division of Corporations, on April 7, 2003;

That these Amended and Restated Articles of Incorporation integrate the Articles of Amendment to the Articles of Incorporation that were filed with the Florida Department of State, Division of Corporation, on May 7, 2004; and

That the Corporation was incorporated on April 7, 2003, with the original name being Florida Alzheimer's Center and Research Institute, Inc. and that pursuant to the Articles of Amendment to the Articles of Incorporation filed on May 7, 2004, the name of the Corporation was changed to Johnnie B. Byrd, Sr. Alzheimer's Center and Research Institute, Inc.

Dated this 22 day of August, 2008.

JOHNNIE B. BYRD, SR. ALZHEIMER'S CENTER AND RESEARCH INSTITUTE, INC

By: Pamela Vergara
Pamela Vergara, Ph.D.
Chair

By: [Signature]
Chief Executive Officer

APPROVED BY BOARD OF GOVERNORS PURSUANT TO SECTION 1004.445, FLORIDA STATUTES, ON THE _____ DAY OF _____, 2008.

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