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NAOI**Michael G. Adams**
Kentucky Secretary of State
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ARTICLES OF INCORPORATION OF DEMENTIA SPRING, INC.

The undersigned incorporator executes these Articles of Incorporation for the purposes of forming, and does hereby form, a nonprofit corporation (the "Corporation") under the laws of the Commonwealth of Kentucky (KRS 273.161 et seq.), with all the rights, privileges, and immunities of a corporation organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding section of any future federal tax code), in accordance with the following provisions:

ARTICLE I **Name**

The name of the Corporation is Dementia Spring, Inc. ("Corporation").

ARTICLE II **Duration**

The period of its duration is perpetual.

ARTICLE III **Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 212 N. 2nd Street, STE 100, Richmond, KY 40475. The name of the initial registered agent at that address is Registered Agents Inc.

ARTICLE IV **Principal Office**

The mailing address of the Corporation is 20 Anchorage Pointe, Louisville, KY 40223.

ARTICLE V **Directors**

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) and not more than fifteen (15) members, the exact number and term of each to be set in the manner provided for in the Bylaws. The initial Board of Directors of the Corporation shall consist of five (5) persons who shall serve until the first annual election of Directors or until their successors are elected and qualify. The names and mailing addresses of said directors are:

Todd J. Kislak
5809 Middle Crest Dr
Agoura Hills, CA 91301

Ezra Dweck, MD
276 Robin Rd
Englewood, NJ 07631

Sisi Myint
20 Anchorage Pointe
Louisville, KY 40223

Ira Asherman
210 West 19th St
New York, NY 10011

Marc Rothman, MD
20 Anchorage Pointe
Louisville, KY 40223

ARTICLE VI

Purposes and Powers

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the 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 previous articles hereof. 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 or in opposition to 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 the 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 the corresponding section of any future federal tax code.

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Corporation shall receive contributions and fees, and shall distribute its funds for charitable, scientific, educational, and religious purposes. The Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

Any provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of these Articles of Incorporation.

Dementia Spring, Inc.'s mission is to support those with dementia and Alzheimer's Disease, their families, their caregivers, and their communities with access to geriatric expertise, innovative tools, and technologies designed specifically with dementia in mind, and a forum for sharing their experiences with the world.

ARTICLE VII

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) 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 of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

Members

The Corporation shall not have members.

ARTICLE IX

Exemption From Liability and Indemnification

Indemnification of Directors, officers, employees and agents of the Corporation may be as provided for in the bylaws; provided, however, such identification is not otherwise in conflict with the provisions of these Articles of Incorporation.

ARTICLE X
Incorporator

The name and mail address of the Incorporator is:

Marc Rothman, MD
20 Anchorage Pointe
Louisville, KY 40223

I declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct. Signed and acknowledged by the Incorporator this 8 day of June 2020.



Marc Rothman, Incorporator

WRITTEN CONSENT OF THE INITIAL REGISTERED AGENT

The undersigned, Bill Havre, President of Registered Agents Inc, hereby consent to serve as initial registered agent.

By: 

Bill Havre, President
Registered Agents Inc.
Commercial Registered Agent

This instrument was prepared by:



Dr. Kitty Bickford, DBS, CPC
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