

Tom Schedler
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

01/16/2014

Administrative Services
225.932.5317 Fax
Corporations
225.932.5314 Fax
Uniform Commercial Code
225.932.5318 Fax

JOHN J. STEGER, IV
ATTORNEY AT LAW
909 W. ESPLANADE AVE., STE. 203
KENNER, LA 70065

DEAR MR. STEGER:

BRAIN SUPPORT NOLA

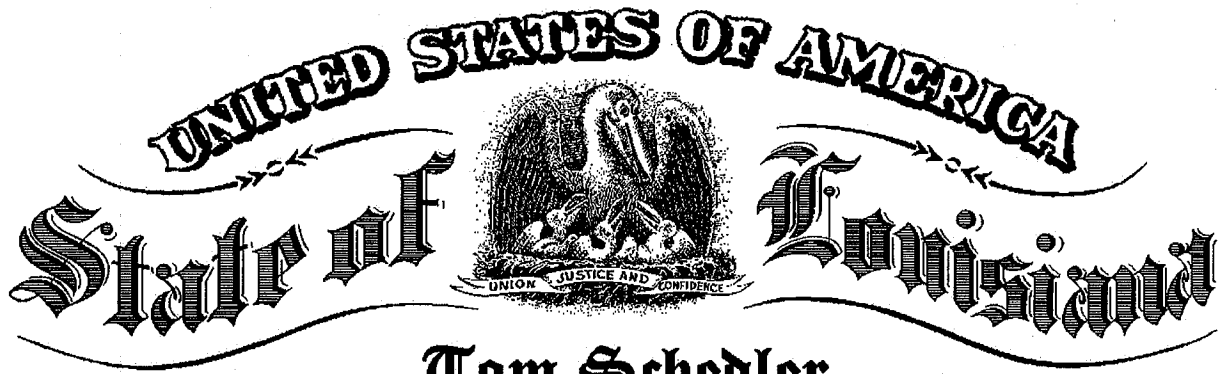
It has been a pleasure to approve and place on file your articles of incorporation. The appropriate evidence is attached for your files.

Payment of the filing fee is acknowledged by this letter.

Online filing options are available if changes are necessary to your registration or you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,

A handwritten signature in black ink, appearing to read "Tom Schedler". Below the signature, the initials "PA" are written in a smaller font.



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

a copy of the Articles of Incorporation of

BRAIN SUPPORT NOLA

Domiciled at MANDEVILLE, LOUISIANA,

Was filed and recorded in this Office on January 15, 2014,

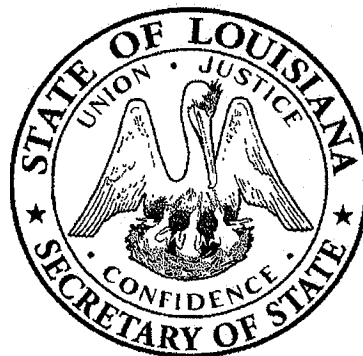
And all fees having been paid as required by law, the corporation is authorized to transact business in this State, subject to the restrictions imposed by law, including the provisions of R.S. Title 12, Chapter 2.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 16, 2014

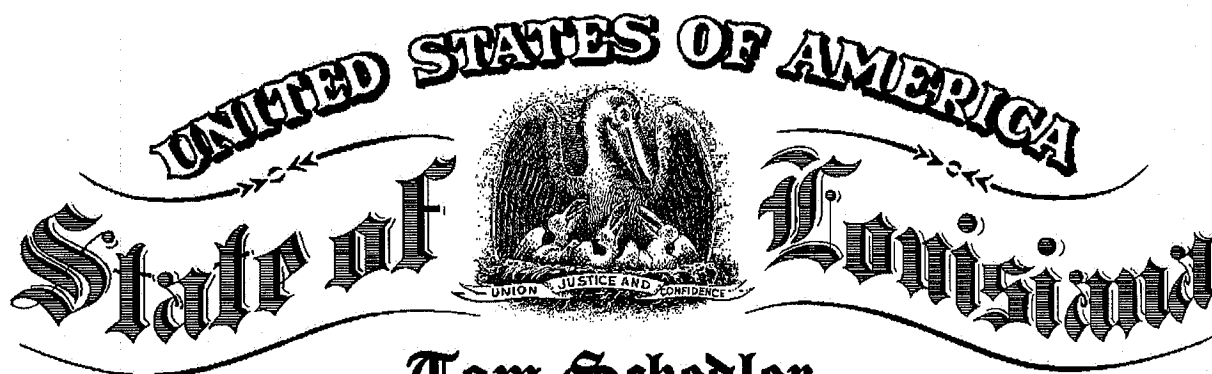
Secretary of State

PA 41399293N



Certificate ID: 10453881#5PK73

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

the attached document(s) of

BRAIN SUPPORT NOLA

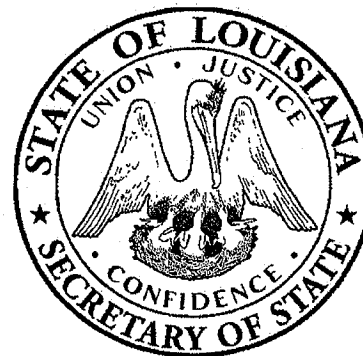
are true and correct and are filed in the Louisiana Secretary of State's Office.
Original Filing 01/15/2014 6 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

January 16, 2014

Secretary of State

PA 41399293N



Certificate ID: 10453882#DSL73

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www.sos.louisiana.gov

ARTICLES OF INCORPORATION

OF

BRAIN SUPPORT NOLA

* * * * *

* UNITED STATES OF AMERICA
*
* STATE OF LOUISIANA
*
* PARISH OF JEFFERSON

Be it known on this 15th day of January, in the year Two Thousand Fourteen,

Before me, the undersigned Notary Public, duly commissioned and qualified for the Parish and state aforesaid, personally came and appeared John J. Steger, IV, in the presence of the undersigned competent witnesses, that availing himself of the provisions of the Louisiana Nonprofit Corporation Law, La. R.S. 12:201, *et seq.*, he does hereby form a corporation under and in accordance with the following Article of Incorporation, to-wit:

ARTICLE 1

The name of this Corporation shall be "Brain Support NOLA."

ARTICLE 2

This Corporation is organized exclusively for charitable and educational purposes, including, but not limited to, for such purpose or purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax code.

ARTICLE 3

The Corporation shall be a non-profit corporation.

ARTICLE 4

The location and address of the Corporation's registered office is 516 Holm Oak Lane, Mandeville, Louisiana 70471.

ARTICLE 5

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

John J. Steger, IV
909 W. Esplanade Ave., Ste. 203
Kenner, LA 70065

ARTICLE 6

The registered agent of the Corporation is:

John J. Steger, IV
909 W. Esplanade Ave., Ste. 203
Kenner, LA 70065

ARTICLE 7

The name, address and term of office of the initial directors are as follows:

Rebecca L. Winchell
516 Holm Oak Lane
Mandeville, LA 70471

Thomas Zitzmann
849 Galvez Street
Mandeville, LA 70448

Mary Mouton
3724 Camp Street
New Orleans LA 70115

Dr. Robert Dawson
1101 Medical Center
Suite S750
Marrero, LA 70072

Each director shall serve for a period of two (2) years or until such time as such director's successor is elected.

ARTICLE 8

The Corporation is organized on a non-stock basis.

ARTICLE 9

There shall be one (1) class of Members. Each director of the Corporation shall be a Member of the Corporation. There shall be no other members of the Corporation. The Corporation shall have no fewer than one (1) director and nor greater than ten (10) directors. The number of directors of the Corporation shall be the number elected from time to time by the directors.

ARTICLE 10

The taxpayer identification number of the Corporation is _____.

ARTICLE 11

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose or purposes set forth herein.

ARTICLE 12

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 distributions of statements) any political campaign on behalf of or in opposition of any candidate for public office.

ARTICLE 13

Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, 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 of 1986, or the corresponding section of any future federal tax code.

ARTICLE 14

A. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Code;

B. The Corporation shall not engage in any act of self-dealing that would subject it to tax under Section 4941 of the Code;

C. The Corporation shall not retain any excess business holdings that would subject it to tax under Section 4943 of the Code;

D. The Corporation shall not make any investments that would subject it to tax under Section 4944 of the Code; and

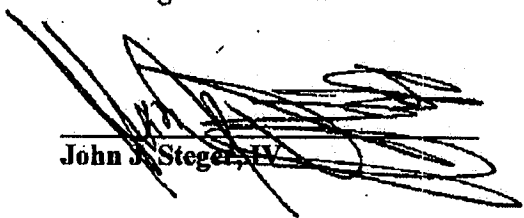
E. The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945 of the Code.

ARTICLE 15

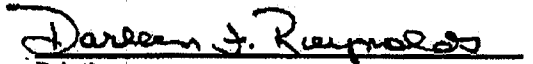
The assets of this Corporation are irrevocably and permanently dedicated for the purpose or purposes set forth herein. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the 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 Parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, that are organized and operated

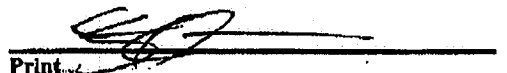
exclusively for such purposes.

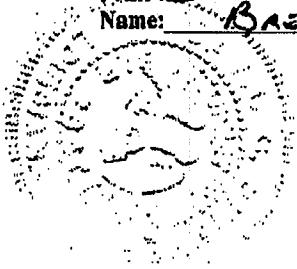
Thus done and passed this in my office on the day, month, and year first hereinabove written in the presence of the undersigned competent witnesses, who have hereunto signed their names together with said appearers and me, Notary, after due reading of the whole.

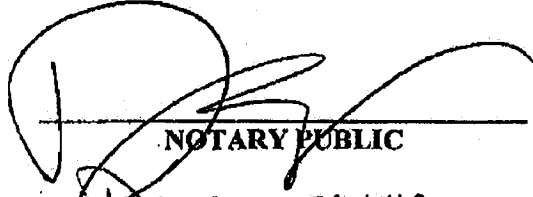

John J. Steger, IV

WITNESSES:


Print Name: Darleen F. Reynolds


Print Name: BAET CARON




NOTARY PUBLIC
DAVID C. SPINNER
Gov Roll # 34771

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY
DESIGNATED REGISTERED AGENT**

To the State Corporate Department
State of Louisiana

**STATE OF LOUISIANA
PARISH OF JEFFERSON**

On this 5th day of January, 2014, before me, a Notary Public, in and for the State and Parish aforesaid, personally came and appeared John J. Steger, IV, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of **Brain Support NOLA**, which is a nonprofit corporation authorized to transact business in the State of Louisiana pursuant to the provisions of Title 12, Chapter 22.

~~REGISTERED AGENT~~

**SWORN TO AND SUBSCRIBED
BEFORE ME, NOTARY, ON THIS
5th DAY OF JANUARY, 2014**

NOTARY PUBLIC

DAVID C. SPINNER
Bar # 34771