

State of Minnesota

4853

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

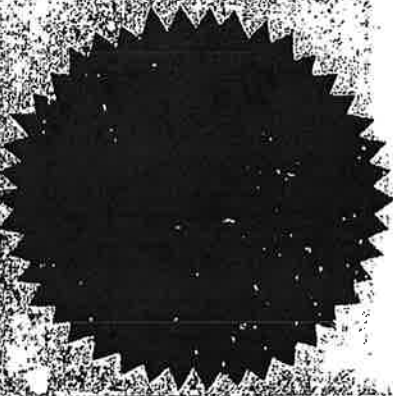
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: NEUROLOGY EDUCATION AND RESEARCH FOUNDATION

Corporate Charter Number: 1H-221

Chapter Formed Under: 317A

This certificate has been issued on 02/26/1992.



Joan Anderson Grove
Secretary of State

75035

7504

14-221

ARTICLES OF INCORPORATION
 OF
 NEUROLOGY EDUCATION AND RESEARCH FOUNDATION

The undersigned, being a natural person of full age, for the purpose of forming a nonprofit corporation under the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be NEUROLOGY EDUCATION AND RESEARCH FOUNDATION.

ARTICLE II - REGISTERED OFFICE

The location of the registered office of the corporation shall be 2221 University Avenue Southeast, Suite 335, Minneapolis, Minnesota 55414.

ARTICLE III - PURPOSES

The purposes of the corporation are to engage in, assist and contribute to the support of exclusively charitable activities (within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986) of scientific research and education in the neurosciences.

ARTICLE IV - AUTHORITY

For the above purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the

394816

757035

1533

foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

ARTICLE V - RESTRICTIONS AND LIMITATIONS

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall at all times be subject to the following restrictions:

1. All activities of the corporation shall be carried on and all of its funds shall be used and applied exclusively for the purposes for which this corporation was organized. No part of the net earnings of the corporation shall inure to the benefit of any officer, trustee or any other individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes). 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 or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, by publishing or distributing statements or otherwise.

762035

4566

2. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI - NO PECUNIARY GAIN

No part of the net earnings of the corporation shall inure to the benefit of any trustee, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes), and no trustee, or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

ARTICLE VII - DURATION

The duration of the corporation shall be perpetual.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator are as follows:

Name	Address
Francis I. Kittredge	498 Essex Street Bangor, Maine 04401

ARTICLE IX - TRUSTEES

1. The management of the corporation shall be vested in a Board of Trustees. The number of trustees shall be fixed by the By-laws of the corporation, and may be altered by action of the Board of Trustees as provided in the By-laws of the corporation, but shall never be fewer than required by law.

2. The first Board of Trustees . all be designated by the incorporator of the corporation.

3. The terms of office of the trustees shall be fixed by the By-laws of the corporation, and may be altered by amending the By-laws.

4. Any action that the Board of Trustees could take at a duly called meeting of the Board may be taken by a written action signed by two-thirds of the trustees, except that as to those matters requiring member approval, if the corporation has members with voting rights, the written action must be signed by all of the trustees. Each trustee may sign a separate counterpart of the written action. All trustees will be notified immediately in writing of the text of the written action and its effective date.

ARTICLE X - MEMBERSHIP

The conditions and terms of and the qualifications for membership in the corporation, if the corporation shall have members, shall be provided for in the By-laws. The By-laws may also provide for various classes of members, which classes of members shall have such rights and preferences as are set forth in the By-laws.

ARTICLE XI - PERSONAL LIABILITY

The officers and trustees of the corporation shall have no personal liability for corporate obligations.

ARTICLE XII - CAPITAL STOCK

The corporation shall have no capital stock.

757035

4865

ARTICLE XIII - DISSOLUTION

In the event of liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary or by operation of law, the remaining property and assets of the corporation shall be distributed in such manner exclusively for the purposes for which the corporation is formed or consistent with such purposes, to such organization or organizations organized and operated for such purposes as shall at such time qualify as exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV - BY-LAWS

The initial By-laws shall be adopted by the incorporator, and thereafter the By-laws may be adopted, amended or repealed by the trustees as provided in the By-laws.

ARTICLE XV - AMENDMENT OF ARTICLES

These Articles may be amended in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the incorporator has hereunto set his/her hand this 21st day of February, 1992.

INCORPORATOR:

Francis I. Kittredge
Francis I. Kittredge, M.D.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 26 1992

Francis I. Kittredge
Secretary of State

10/03/91



MP
14-021

MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

#23 5724

BEFORE COMPLETING THIS FORM, PLEASE READ INSTRUCTIONS LISTED BELOW.

CORPORATE NAME: (List the name of the company prior to any desired name change)

Neurology Education and Research Foundation

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 90 days after filing with the Secretary of State.

The following amendment(s) of articles regulating the above corporation were adopted: (insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form _____)

ARTICLE 1 Section 1

ARTICLE I - NAME AND SEAL

Section 1

The name of the corporation shall be the American Academy of Neurology Education and Research Foundation.

The registered office address has changed to: 2221 University Ave SE, Suite #349
Minneapolis, MN 55414

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

James A. Kittling
(Signature of Authorized Person)

Control Person: Patrick E. Shields L.S. 623,2489

088680

INSTRUCTIONS

115501

1. Type or print with black ink.
2. A Filing Fee of: \$35.00, made payable to the Secretary of State.
3. Return completed forms to:

Secretary of State
180 State Office Building
St. Paul, MN 55155-1299
(612)296-2803

FOR OFFICE USE ONLY

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 21 1995

James A. Kittling
Secretary of State

NP
14-321



STATE OF MINNESOTA
SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT

65

7790

Please read the instructions on the back before completing this form.

1. Corporate Name:

The American Academy of Neurology Education & Research Foundation

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

1080 Montreal Avenue St. Paul MN 55116
Street City State Zip Code

3. Registered Agent: (Registered agents are required for foreign corporations but optional for Minnesota corporations):

NONE

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE CORPORATE NAME.

In compliance with Minnesota Statutes, Section 302A.123, 302.10, 306A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the company's registered office and/or agent as listed above.

I certify that I am authorized to execute this certificate and I further certify that I understand that by signing this certificate I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 60A.48 as if I had signed this certificate under oath.

Signature of Authorized Person

Name and Telephone Number of a Contact Person: Paul J. Quin (612) 695-2712
Please print legibly

Office Use Only

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.
Non-Minnesota Corporations: \$20.00.
Make checks payable to Secretary of State

Return to: Minnesota Secretary of State
180 State Office Bldg.
100 Constitution Ave.
St. Paul, MN 55155-1299
(612)296-2803

0280278 Rev. 5/98

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 22 1997

Jan Anderson Stone

Secretary of State

463411

1H-221



MINNESOTA SECRETARY OF STATE
AMENDMENT OF ARTICLES OF INCORPORATION

READ INSTRUCTIONS LISTED BELOW, BEFORE COMPLETING THIS FORM.

1. Type or print in black ink.
2. There is a \$35.00 fee payable to the Secretary of State for filing this "Amendment of Articles of Incorporation".
3. Return Completed Amendment Form and Fee to the address listed on the bottom of the form.

CORPORATE NAME: (List the name of the company prior to any desired name change)
The American Academy of Neurology Education and Research Foundation

This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days after filing with the Secretary of State.

Format(mm/dd/yyyy)

The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional numbered pages. (Total number of pages including this form 1.)

ARTICLE 1

The name of the corporation shall be the "American Academy of Neurology Foundation." DS

This amendment has been approved pursuant to Minnesota Statutes chapter 302A or 317A. I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

M.G. Sagaveen
(Signature of Authorized Person)

Name and telephone number of contact person: Murray G. Sagaveen, General Counsel 651,695-2780
Please print legibly

All of the information on this form is public and required in order to process this filing. Failure to provide the requested information will prevent the Office from approving or further processing this filing.

If you have any questions please contact the Secretary of State's office at (651)296-2803.

RETURN TO: Secretary of State
180 State Office Bldg., 100 Constitution Ave.
St. Paul, MN 55155-1299, (651)296-2803

08921340 Rev. 10/98

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED DS
NOV 01 2002

Wary Hiffman
Secretary of State

128227

25x 10

NP 1H-221

DTN: 42710130002



**MINNESOTA SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT**

4/21/2011

1. Entity Name:

American Academy of Neurology Foundation

2. Registered Office Address:

1080 Montreal Ave

Street

St Paul

City

MN

State

55116-2325

Zip Code

3. Registered Agent:

John C. Hutchins

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

John C. Hutchins

Signature of Authorized Person

Name of Contact Person:

John C. Hutchins

Contact Phone Number:

(651) 695-2719

Contact Email

jhutchins@aan.com

STATE OF MINNESOTA
DEPARTMENT OF STATE

FILED

4/21/2011

Secretary of State

Office of the Minnesota Secretary of State

Minnesota Business & Nonprofit Corporations Amendment to Articles of Incorporation

Minnesota Statutes, Chapter 302A or 317A



Read the instructions before completing this form.

Filing Fee: \$35.00 per form

1. Corporate Name: (Required)

American Academy of Neurology Foundation

List the name of the company prior to any desired name change

2. This amendment is effective on the day it is filed with the Secretary of State, unless you indicate another date, no later than 30 days **after** filing with the Secretary of State.

Filing Date

Format: (mm/dd/yyyy)

3. The following amendment(s) to articles regulating the above corporation were adopted: (Insert full text of newly amended article(s) indicating which article(s) is (are) being amended or added.) If the full text of the amendment will not fit in the space provided, attach additional pages.

ARTICLE I and II

Article I - Name

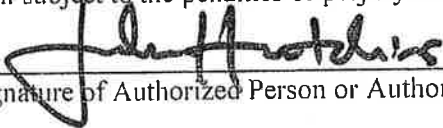
The name of the corporation shall be the American Brain Foundation.

Article II - Registered Office

The location of the registered office of the corporation shall be 201 Chicago Ave. S., Minneapolis, MN 55401.

4. This amendment has been approved pursuant to *Minnesota Statutes*, Chapter 302A or 317A.

5. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.


Signature of Authorized Person or Authorized Agent

4/2/12

Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

jhutchins@aan.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

John C. Hutchins, General Counsel

651-402-3036

Contact Name

Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the Department of Agriculture.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?

Yes No

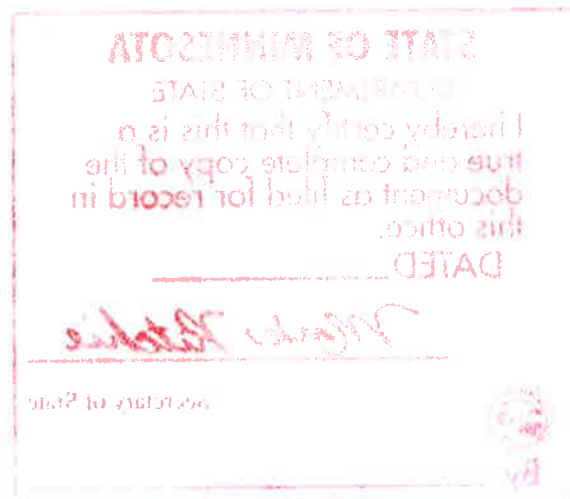


Work Item 481791000025
Original File Number 1H-221

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
04/09/2012 11:59 PM

Mark Ritchie

Mark Ritchie
Secretary of State



STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 10/15/2012

Mark Ritchie

Secretary of State



By

Comber Iwua