

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

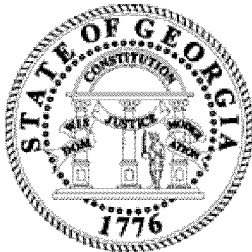
I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

NATIONAL FORUM FOR HEART DISEASE AND STROKE PREVENTION, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **02/15/2010** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on February 15, 2010



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION
OF
NATIONAL FORUM FOR HEART DISEASE AND STROKE PREVENTION, INC.
(a Georgia nonprofit corporation)

The undersigned, pursuant to the Georgia Nonprofit Corporation Code, Title 14, Chapter 3, hereby states as follows:

Article I

The name of the corporation is:

National Forum for Heart Disease and Stroke Prevention, Inc.

hereinafter referred to as the "Corporation".

Article II

The Corporation is organized pursuant to the Georgia Non-Profit Corporation Code.

Article III

The Corporation is organized exclusively for charitable, educational and scientific purposes, to include providing leadership, encouraging collaboration and facilitating action among organizations committed to heart disease and stroke prevention, in order to disseminate information, develop initiatives to implement proven strategies, and advance policies to prevent and manage heart disease and stroke, and including, for such purposes, to make distributions to organizations that qualify as tax exempt organizations under Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article IV

The mailing address of the initial principal office of the Corporation is:

State of Georgia
Creation - Domestic Entity 6 Page(s)



T1004613132

3 Corporate Boulevard
Suite 230
Atlanta, Georgia 30316

Article V

The street address and county of the Corporation's initial registered office, and the name of the initial registered agent at that office are:

Registered Agent: Robert D. Sumner

Registered Office 3459 Lawrenceville-Suwanee Road
Suite D
Suwanee, Georgia 30024

County: Gwinnett

Article VI

The Corporation will have members. The rights and duties of the members will be as set forth in the By Laws.

Article VII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors 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 Article III 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 publication or distribution of statements) any political campaign on behalf of 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.

Article VIII

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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or 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 IX

The liability of a Director of the Corporation to the Corporation or to its members for monetary damages for any action taken, or failure to take any action, as a director, shall be eliminated and limited to the maximum extent permitted by Section 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code, or the corresponding section of any future Georgia Nonprofit Corporation Code.

Article X

The initial Directors of the Corporation are:

Mark Schoeberl, MPA
Thomas Pearson, MD
Darwin Labarthe, MD
Sharon Moffatt, MSN
Alrun Chockalingham, MS, PhD
Jill Birnbaum, JD
James Barinski, CPA
Kristen Betts
William Caplan, MD
Jay Glasser, PhD
David Goff, MD
Linda Faulkner
Keith Ferdinand, MD
Michael S. Lauer, MD
Branka Legetic, MD
Emmeline Ochiai, MPH
Elizabeth Puckett, PT
Wayne Rosamond, PhD
Namvar Zohoori, MD

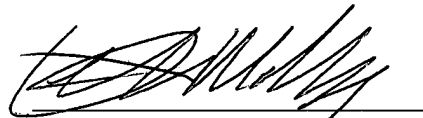
Additional and replacement Directors may be appointed and elected from time to time as set forth in the By Laws.

Article XI

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

Name: Keith R. Malley
Address: Keith R. Malley, PC
2111 Wilson Boulevard
Suite 600
Arlington, VA 22201

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation, this February 12, 2010.



Keith R. Malley
Incorporator

2010 FEB 15 AM 10:05
SECRETARY OF STATE
CORPORATIONS DIVISION

KEITH R. MALLEY
ATTORNEY AT LAW
VA, MD, DC, GA BAR

By Federal Express

February 12, 2010

Secretary of State
Corporations Division
315 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334-1530

Re: **Articles of Incorporation of
National Forum for Heart Disease and Stroke Prevention, Inc.**

Dear Secretary of State

Please find attached the original and one copy of the Articles of Incorporation of the National Forum for Heart Disease and Stroke Prevention, Inc., a Georgia nonprofit corporation, together with the Georgia Transmittal Form, and the filing fee of \$100, payable to the Secretary of State.

Please return the Certificate of Incorporation to my attention, at:

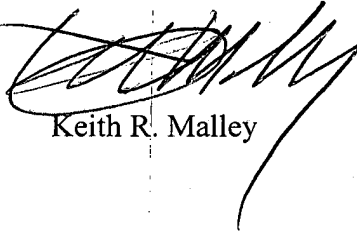
Keith R. Malley
2111 Wilson Boulevard
Suite 600
Arlington, VA 22201

Please also email me confirmation of your receipt and action on this filing, at kmlaw@mindspring.com.

Please call me, at 703-351-5061, in event of any questions.

Thank you for your assistance.

Very truly yours,



Keith R. Malley

Attach (4)



Brian P. Kemp
Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: kmlaw@mindspring.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

National Forum for Heart Disease and Stroke Prevention, Inc.

Corporate Name (List exactly as it appears in articles)

2. Keith R Malley

703-351-5061

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

2111 Wilson Boulevard, Suite 600

Address

Arlington

Virginia

22201

City

State

Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

[Signature]
Authorized signature of person filing documents

2/12/2010
Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>