

The Mind Brain Philanthropic Foundation, Inc.

A New York Nonprofit Corporation
EIN 85-2839492

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CERTIFICATE OF INCORPORATION

of

THE MIND BRAIN PHILANTHROPIC FOUNDATION, INC.

A New York Nonprofit Corporation

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Division of Corporations,
State Records and
Uniform Commercial Code

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New York State
Department of State
DIVISION OF CORPORATIONS,
STATE RECORDS AND
UNIFORM COMMERCIAL CODE
One Commerce Plaza
99 Washington Ave.
Albany, NY 12231-0001
www.dos.ny.gov

CERTIFICATE OF INCORPORATION OF

The Mind Brain Philanthropic Foundation, Inc.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

The Mind Brain Philanthropic Foundation, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: (Select all that apply)

The purpose(s) for which the corporation is formed is:

- ☐ any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- ☐ any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- ☐ any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation. (Note: Checking this box results in the corporation being categorized as a charitable corporation in paragraph FIFTH.)
- ☒ the following specific purpose(s):

The Mind Brain Philanthropic Foundation, Inc., has a dual mission: to raise money for research into brain diseases and therapies for them and to provide a platform for people interested in such fundraising.

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FOURTH: *(Check the appropriate statement)*

- ☒ The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.
- ☐ The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: ☒ charitable corporation ☐ non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of New York State of New York.

SEVENTH: The names and addresses of the initial directors of the corporation are:
(A minimum of three is required)

Name: Regina A. Schroeder

Address: 364 W. 117th Street, 5A, NY, NY 10026

Name: Rosanne Elkins

Address: 14250 W. Evans Circle, Lakewood, CO 80228

Name: Ian J. Green

Address: 364 W. 117th Street, 5A, NY, NY 10026

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served.

The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is: 364 W. 117th Street, 5A, NY, NY 10026

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NINTH: *(Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See Not-for-Profit Incorporation Instructions.)*

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.

The Mind Brain Philanthropic Foundation, Inc., is organized exclusively for charitable, religious, and educational 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 corresponding section of any future federal tax code. No part of the net earnings of The Mind Brain Philanthropic Foundation, Inc. shall inure to the benefit of, 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 the purpose clause hereof. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Mind Brain Philanthropic Foundation, Inc., is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Dissolution

Upon termination or dissolution of the Mind Brain Philanthropic Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the dissolving corporation. The organization to receive the assets of The Mind Brain Philanthropic Foundation, Inc., hereunder shall be selected by the discretion of a majority of the managing body of the The Mind Brain Philanthropic Foundation, Inc., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the The Mind Brain Philanthropic Foundation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

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NAME, SIGNATURE & ADDRESS OF INCORPORATOR:

Regina A. Schroeder

(Print or Type Name of Incorporator)

X Regina A Schroeder
(Signature of Incorporator)

364 W. 117th Street, 5A

(Address of Incorporator)

New York, NY 10026

(City, State, Zip Code)

CERTIFICATE OF INCORPORATION
OF

The Mind Brain Philanthropic Foundation, Inc.

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filer's Name and Mailing Address:

Regina A. Schroeder

Name:

Company, if Applicable:

364 West 117th Street, 5A

Mailing Address:

New York, NY 10026

City, State and Zip Code:

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 23 2021

TAX & FINANCE
DEPARTMENT

NOTES:

1. §301 of the Not-for-Profit Corporation Law requires that the name contain "Incorporated" or "Inc." or one of the other words or abbreviations indicative of corporate character unless the corporation qualifies for one of the exceptions in §301.
2. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
3. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Department of State will accept any other form which complies with the applicable statutory provisions.
4. The Department of State recommends that this legal document be prepared under the guidance of an attorney.
5. The Department of State does not provide legal, accounting or tax advice.
6. This certificate must be submitted with a \$75 filing fee made payable to the Department of State.

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BYLAWS
of
THE MIND BRAIN PHILANTHROPIC FOUNDATION, INC.
A New York Nonprofit Corporation

ARTICLE I NAME

1.01 Name

The name of this corporation shall be The Mind Brain Philanthropic Foundation, Inc. The business of the corporation may be conducted as The Mind Brain Philanthropic Foundation, Inc.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

The Mind Brain Philanthropic Foundation, Inc. is a nonprofit corporation and shall be operated exclusively for educational and charitable 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. The purpose of the Mind Brain Philanthropic Foundation, Inc. is to fund both scientific investigation into the causes of brain diseases and therapies for it, and grants for individuals affected by it.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. The Mind Brain Philanthropic Foundation, Inc. is a New York nonprofit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the The Mind Brain Philanthropic Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the The Mind Brain Philanthropic Foundation, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the The Mind Brain Philanthropic Foundation, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the The Mind Brain Philanthropic Foundation, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV BOARD OF DIRECTORS

4.01 Number of Directors

The Mind Brain Philanthropic Foundation, Inc. shall have a board of directors consisting of at least 3 and no more than 7 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of The Mind Brain Philanthropic Foundation, Inc. shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

(a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the board of directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meeting

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days' notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with New York law.

4.08 Manner of Acting

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

5.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which also requires board members' approval or approval of a majority of all members;
- (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the board of directors or the members of these committees;
- (f) expend corporate funds to support a nominee for director; or
- (g) approve any transaction;
 - (i) to which the corporation is a party and one or more directors have a material financial interest; or
 - (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Actions of Committees

Meetings and actions of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 Informal Action by The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an email address on record constitutes a valid

writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with New York law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of The Mind Brain Philanthropic Foundation, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a board meeting; and,

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, The Mind Brain Philanthropic Foundation, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for U.S.-Based Charities" is not mandatory, The Mind Brain Philanthropic Foundation, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Mind Brain Philanthropic Foundation, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of The Mind Brain Philanthropic Foundation, Inc.'s records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, The Mind Brain Philanthropic Foundation, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. The Mind Brain Philanthropic Foundation, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the The Mind Brain Philanthropic Foundation, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

10.03 Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

10.04 Electronic Mail. E-mail that needs to be saved should be either:

- (a) printed in hard copy and kept in the appropriate file; or

(b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, The Mind Brain Philanthropic Foundation, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public.
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public.
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

11.02 Financial and IRS documents (the Form 1023 and the Form 990)

The Mind Brain Philanthropic Foundation, Inc. shall provide its Internal Revenue Forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

The Mind Brain Philanthropic Foundation, Inc. shall make “Widely Available” the aforementioned documents on its internet website: mindbrainphilanthropic.foundation to be viewed and inspected by the general public:

- (a) The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) The Mind Brain Philanthropic Foundation, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) The Mind Brain Philanthropic Foundation, Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

The Mind Brain Philanthropic Foundation, Inc. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of directors via hard copy or email at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

11.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
 - (i) donor records shall be made available to the board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

The Mind Brain Philanthropic Foundation, Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of The Mind Brain Philanthropic Foundation, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of The Mind Brain Philanthropic Foundation, Inc. is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of The Mind Brain Philanthropic Foundation, Inc. and provides the The Mind Brain Philanthropic Foundation, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Mind Brain Philanthropic Foundation, Inc. shall not retaliate against any director, officer, staff or employee who, in good faith, has made a protest or raised a complaint against some practice of The Mind Brain Philanthropic Foundation, Inc. or of another individual or entity with whom The Mind Brain Philanthropic Foundation, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Mind Brain Philanthropic Foundation, Inc. shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of The Mind Brain Philanthropic Foundation, Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The Mind Brain Philanthropic Foundation, Inc. were approved by The Mind Brain Philanthropic Foundation, Inc. board of directors on February 17, 2021 and constitute a complete copy of the Bylaws of the corporation.



Rosanne Elkins, Secretary

Date: 2/17/2021

CONFLICT OF INTEREST POLICY AND AGREEMENT
of
THE MIND BRAIN PHILANTHROPIC FOUNDATION, INC.
A New York Nonprofit Corporation

Article I

Purposes

It is important for The Mind Brain Philanthropic Foundation, Inc. directors, officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more corporations. The purpose of the conflict of interest policy is to protect the corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each member of the board of directors and the staff of the corporation has a duty of loyalty to the corporation. The duty of loyalty generally requires a director or staff member to prefer the interests of the corporation over the director's/staff's interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the corporation or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

ARTICLE II

Definitions

2.1 Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, thorough business, investment, or family:

- (a)** An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- (b)** A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- (c)** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III

Procedures

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

4.1 Minutes

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a)** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b)** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

- 5.1** A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 5.2** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 5.3** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII

Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST
POLICY AND AGREEMENT**

I do hereby certify that the above stated Conflict of Interest Policy and Agreement for The Mind Brain Philanthropic Foundation, Inc. were approved and adopted by the board of directors on February 17, 2021 and constitute a complete copy of the Conflict of Interest Policy of the corporation.



Rosanne Elkins, Secretary

Date: 2/17/2021

IRS FORM 1023 ATTACHMENT

of

THE MIND BRAIN PHILANTHROPIC FOUNDATION, INC.

A New York Nonprofit Corporation

Part IV. Narrative Description of Your Activities

Overview

The cause is personal for The Mind Brain Philanthropic Foundation, Inc. (“MBPF”). Every member of our volunteer board either has a brain disease or lives and cares for someone with one. Before we conceived of the MBPF, members of our volunteer board fundraised for existing Multiple Sclerosis (“MS”) charities. Over 8 years, we were linchpins in efforts that resulted in more than \$210,000.00 for charities funding research in Multiple Sclerosis. *See addendum 1, 2012-2020 MBPF pre-incorporation fundraising.*

Multiple Sclerosis (“MS”) is bad news. We know because a board member has it. It’s a chronic and demyelinating disease where a patient’s own immune system begins attacking and destroying their Central Nervous System. The damage is irreversible - for now. Damage manifests as a horror show where gradually or quickly, patients lose the abilities that define all people: to move their bodies precisely, to work, to compose and record thoughts, to hold their bladder. We have to do something to prevent MS from ever occurring, and to find a way for MS’ers who already have it to recover as much of what they have lost as possible.

The goal for our first campaign is to raise \$3MM to fund regenerative medicine research targeted to promote repair in the Central Nervous System. We have identified a research effort at Weill Cornell Medical College that fits these goals. Specifically, we aim to fund ongoing research efforts to repurpose FDA approved drugs for the treatment of Multiple Sclerosis through regeneration of the myelin sheath. Investigators need to conduct Phase I/II clinical studies as well as medicinal chemistry to optimize lead candidate drugs. Estimated initial funding of \$3MM will be used to identify which drugs already FDA approved for other illnesses are most likely to benefit MS patients. We will continue to support organizations like the National MS Society or MS Hope for a Cure.

As we’ve fundraised for MS, we’ve learned first-hand that MS is not the only brain destroying disease in existence. That’s why our Foundation is called the Mind Brain Philanthropic Foundation - we wanted a mandate large enough to include fundraising for other brain diseases, like glial blastoma.

What is the activity?

The MBPF has a dual purpose: to fundraise for existing MS fundraising platforms and to initiate as our first new independent campaign, and to raise \$3MM for research to repurpose drugs already FDA approved for other diseases specifically for MS.

Who conducts the activity?

The Mind Brain Philanthropic Foundation, Inc., conducts the activity. The three-member Board is composed entirely of volunteers.

Where is the activity conducted?

The Activity is conducted in the offices of the Mind Brain Philanthropic Foundation, Inc., in New York, New York. We call, write and email potential donors.

We also chronicle our efforts and activities on the corporation's website. One feature that will be incorporated into the website is an educational essay written by professionals such as neurologists, research scientists, physical therapists, equine therapists, and patient submissions. The web site will link to the Weill Cornell Judith Jaffe MS Walk donation page, as well as to that of MS Hope's Cycle for a Cure. There will also be a donations button on the <https://mindbrainphilanthropic.foundation>, exclusively for contributions to the Mind Brain Philanthropic Foundation, Inc., which will all go to the \$3MM campaign.

We take advantage of various social media outlets such as discussion forums, blogs and social networking sites. Our website is <https://mindbrainphilanthropic.foundation>.

What percentage of the Board's total time is devoted to the activity?

100% of our time and resources are allocated to fundraising both for research necessary to repurpose FDA approved drugs for the treatment of Multiple Sclerosis through regeneration of the myelin sheath as well as continuing to organize the NMSS MS Walk and MS Hope for a Cure's Cycle for a Cure events for the Judith Jaffe MS & Research Center teams.

How is the activity funded?

100% of our funding will come from the general public and grants. The MBPF volunteer board will donate their time to coordinating the Weill Cornell Judith Jaffe MS and Research Center National MS Society Walk Team and the MS Hope for a Cure Cycle for a Cure Team events in whatever form they will take post Covid -19. We have successfully raised over \$210,000 since 2012 and look to turn resources we've developed in those events to our first campaign to raise money using the platform provided by the MBPF.

The board will now solicit donations directly from the public and will apply for grants from appropriate institutions trying to raise \$3MM for research that needs to be done to repurpose drugs already approved for other diseases for MS. We anticipate that 90-95% of the money raised will go towards the activity and goals of the Foundation and 5-10% of funds raised will cover expenses like accounting, administration, campaign design, and networking.

The fundraising activity and dollars raised will directly go towards the goal of medical research and assistance to those with mind and brain afflictions.

The funds received through the entirety of the corporation's activities will be used exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and will not be used for personal gains of any sort.

Part IV.9 Distribution to Other Organizations and Individuals

We do not fundraise for any specific organization and MBPF is not organized solely to contribute or fundraise for any specific entity. However, at the discretion of the board of directors, we may at times choose to contribute to other organizations who share a similar mission and only if the contributions further our exempt status, with the objective to help every neurologist, researcher, or patient we can to the extent our organization is capable.

We may fund individuals to participate in therapies such as the equine therapy available at centers like Gallop, NYC.

One example of an organization that we may contribute to is the “MS Hope for a Cure” EIN 20-8500232 which is a U.S.-based, nonprofit, nonpartisan 501(c)(3) tax-exempt charitable organization that focuses on raising money for New York City MS Centers. Others are NYC Gallop NYC, a therapeutic riding center in NYC, EIN 050615968, the National MS Society MS Walk, EIN 13-566-1935, and Judith Jaffe MS and Research Center, EIN 13-1623978.

The above are established MS Fundraising platforms. The Judith Jaffe MS Center researchers are the beneficiaries of grants for research the MS Society gives out every year. For example, in 2019, Weill Cornell received more than \$1.8M in grants for its MS researchers. *See addendum 2, List of Current Research Projects funded by the National MS Society, edited to indicate projects funded at the Weill Cornell MS & Research Center.*

The Mind Brain Philanthropic Foundation’s 501(c)(3) organization will only contribute to MS Hope and similar organizations on the condition that MBPF retains control over the use of the funds and will maintain records showing that the funds are used for exclusively charitable purposes in accordance with our mission.

Part IV.9.a

Do you or will you make grants, loans, or other distributions to organizations that are not recognized by the IRS as tax exempt under section 501(c)(3)?

No. We may at times make distributions to organizations that are not exempt but work in the same field. Distributions to organizations have not yet occurred since the incorporation. Please see the answer to the previous question for more detail.

Although adherence and compliance with the U.S. Department of the Treasury’s publication the “Voluntary Best Practices for U.S.-Based Charities” is not mandatory, we, the directors of The Mind Brain Philanthropic Foundation, Inc., willfully and voluntarily recognize and put to practice these guidelines and suggestions to develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Part IV.16

Description of other fundraising activities:

Mail Solicitations

We will be sending fundraising letters to businesses and individuals at least annually to request that they donate funds to support The Mind Brain Philanthropic Foundation, Inc. or to be cordially invited to attend our annual events, including but not limited to the National MS Society MS Walk and MS Hope for a Cure’s Cycle for a Cure, and fundraisers benefiting Gallop, NYC.

Phone Solicitation

We will be fundraising by telephone solicitation. This involves calling prospective or existing donors and asking for support.

Email Solicitation

We will be utilizing internet solicitation methods, including but not limited to email, social media contacts and other mediums.

Personal Solicitation

We will be fundraising by approaching a broad spectrum of entities and individuals in person to share the mission of The Mind Brain Philanthropic Foundation, Inc. and seek public support.

Foundation Grant Solicitations

We will be applying for private and public foundation grants. We have no current arrangement for this method at this time.

Vehicle, Boat, Plane, or Similar Donations

We will solicit and accept in-kind donations with the intent of using the vehicles for the raffle prizes to further the corporation's mission.

Accept Donations on Your Website

We do accept donations on our website. This function will be accessible through a "donate" tab on the website of the corporation. The payments are processed by Stripe, Inc. and Mercury Bank and are directed to the corporation's bank account.

Other

Slideshows and Lectures

We will be accepting donations during our lectures and slideshow programs and expeditions. (Please see the Narrative of our Activities for further information regarding this activity.)

Small Scale Fundraising Events

At times we will be holding road-side small-scale fundraising events. The work performed for such events shall be "Volunteer Labor" and without compensation. The material used for such events shall only come from the gifts or contributed products. Volunteer symposiums with a fundraising component would be examples.

Banquet and Auctions

We will also be holding at least one fundraising banquet and auction annually as soon as the Covid-19 restrictions abate. All auction items will be from the gifts or contributed merchandise and all the work performed for such events shall be volunteer labor and without compensation.

Sale of Merchandise

We are only considering the sale of donated and contributed products at this time. The revenue from this activity is anticipated to be insubstantial and we have no current arrangement or contract for this.

Part IV.17

One example of an organization that we may contribute to is the “MS Hope for a Cure”, EIN 20-8500232 which is a U.S.-based, nonprofit, nonpartisan 501(c)(3) tax-exempt charitable organization that focuses on raising money for New York City MS Centers. We expect to continue organizing the Judith Jaffe MS Cycle for Cure Team, and securing “matching” donations which we earn possession of by collecting smaller individual donations to equal the amount of the match. Others include Gallop NYC, a therapeutic riding center in NYC, EIN 050615968, the National MS Society MS Walk, EIN 13-566-1935, and Judith Jaffe MS and Research Center, EIN 13-1623978.

Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions?

Yes. See Exhibit 3, Conflict of Interest Policy & Agreement attachment.

Part VI Financial Data**Statement of projected Revenues and Expenses for 2021, 2022, and 2023 Tax Years**

The following table consists of the projected gross income from monetary donations, grants and gifts to the corporation for further clarification.

Revenue Title	2021 Tax Year	2022 Tax Year	2023 Tax Year
Online / Credit Cards	\$35,000	\$50,000	\$100,000
Fundraisers	\$400,000	\$750,000	\$1,045,000
Grants	\$50,000	\$200,000	\$300,000
Checks	\$15,000	\$15,000	\$40,000
Total Revenue	\$500,000	\$1,015,000	\$1,485,000

Any expense not otherwise classified (attach itemized list).

The following table consists of the corporation expenses, expenditures and spending for the shown years.

Expense Title	2021 Tax Year	2022 Tax Year	2023 Tax Year
Accounting / Bookkeeping	\$12,000	\$13,200	\$14,520
Fundraising Expenses	\$5,000	\$7,500	\$10,000
Insurance	\$1,000	\$1,100	\$1210
Postage	\$500	\$550	\$605
Printing	\$1,000	\$1,100	\$1,210
Office Supplies & Software	\$500	\$550	\$605
Telephone & Internet	\$200	\$220	\$242

Further Breakdown of Expenses

Please note that the inflation rate for the years of 2022 and 2023 has been calculated based on a 10% increase annually.

Expense	Month	Year	Clarification Notes
Accounting / Bookkeeping	\$1,000	\$12,000	Estimated cost of a bookkeeper and annual audit
Fundraising Expenses	\$417	\$5,000	Estimated cost of venue for events
Insurance	\$83	\$1,000	Estimated cost of event insurance
Postage	\$42	\$500	Estimated cost for mailings for events and notices
Printing	\$83	\$1,000	Estimated cost for printing invites and notices
Office Supplies	\$42	\$500	Estimated needs to run the foundation
Telephone & Internet	\$17	\$200	Estimated pro-rata cost

IRS FORM 1023 ATTACHMENT ADDENDA
of
THE MIND BRAIN PHILANTHROPIC FOUNDATION, INC.
A New York Nonprofit Corporation

Addendum 1**2012-2020 Pre-Incorporation Fundraising.**

Mind Brain Philanthropic Foundation, Inc. Fundraising Totals				
Year	MS Walk	MS Climb	MS Cycle	Grand Total
2020	\$6,478		\$9,050	\$15,528
2019	\$16,986		\$18,245	\$35,231
2018	\$19,521	\$4,410	\$7,300	\$31,231
2017	\$20,012		\$5,225	\$25,237
2016	\$13,000		\$14,545	\$27,545
2015	\$24,540		\$8,376	\$32,916
2014	\$21,219			\$21,219
2013	\$9,000			\$9,000
2012	\$13,000			\$13,000
	\$143,756	\$4,410	\$62,741	\$210,907

Addendum 2

List of Current Research Projects funded by the National MS Society, edited to indicate projects funded at the Weill Cornell Judith Jaffe MS & Research Center.



List of Current Research Projects Funded by the National MS Society

Sorted by Topic/Research Priorities

March 2020

**Research Department
National Multiple Sclerosis Society
733 Third Avenue
New York, NY 10017-3288
(212) 476-0417**

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www.nationalmssociety.org

Introduction

The National MS Society invests in promising research to drive breakthroughs that will stop MS, restore function and end MS forever. We manage an international portfolio of academic and commercial research projects, train the next generation of scientists and MS specialists, foster global collaboration between MS researchers, and convene experts to identify strategic research priorities. These priorities are critical to advancing solutions for people living with MS today, and ultimately to prevention and cure.

This document lists MS research projects being funded by the National Multiple Sclerosis Society (USA), sorted by state and country, as of March 31, 2020.

Notes:

- 1) Some listed projects have indications of restricted support that has been provided by donors and other friends of the Society. These are listed in italic typeface directly beneath the project title. 2) Some projects with start dates in 2020 may be delayed due to disruptions caused by the Covid-19 pandemic.
- 3) This list is not an official record and any errors do not reflect official changes to research award agreements. Some grants listed here do not have final signed agreements.

Jennifer Linden, Ph.D.

Weill Cornell Medical College New York,
New York

Award: Career Transition Fellowships

Research Priority: Pathology

Category: Neuropathology Strategic Area:

Stop

Funding: \$583,486

Term: 7/1/2017-6/30/2022

“Using Endothelial Microparticles to Study Real-Time Blood Brain Barrier Permeability in Multiple Sclerosis Patients” Investigators at Weill Cornell Medical College in New York are studying a molecular “signature” found in blood that may indicate the status of the blood-brain barrier, which normally protects the brain by keeping harmful cells and molecules out of the brain.

Timothy Vartanian, M.D.,

Ph.D. Weill Cornell Medical
College New York, New York

Award: Research Grants

Research Priority: Pathology

Category:

Immunology Strategic

Area: Stop

Funding: \$370,192

Term: 4/1/2020-3/31/2022

“Defining ancestry associated B-cell inflammation in treatment naïve Multiple Sclerosis”

Weill Cornell researchers are investigating immune cell differences in racially and ethnically diverse individuals to better predict and treat MS in non-white populations.

Thanh Nguyen, Ph.D.

Weill Cornell Medical College New York, New York

Award: Research Grants

Research Priority: Neuroprotection/Repair Category: Measuring MS Disease

Activity Strategic Area: Restore Funding: \$897,375

Term: 10/1/2016-9/30/2020

“Quantitative MRI of lesion iron and myelin repair” Weill Cornell Medical College researchers are testing and validating a novel imaging technique for use in determining how iron in MS lesions in the brain may affect myelin repair.

Addendum 3
Previous MS Fundraiser Photos



2017 – Cycle for a Cure

2019 – MS Hope Day

2019 – MS Walk NYC



2018 – National MS Walk NYC



2018 – Climb to the Top (Rockefeller Center)