

THE DUPUYTREN FOUNDATION
A CHARITABLE TRUST

Dated: December 17, 2008

Prepared by
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THE DUPUYTREN FOUNDATION

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THE DUPUYTREN FOUNDATION

This is a charitable trust agreement between CHARLES EATON (the "Settlor") and CHARLES EATON, PAUL ZIDEL and VALERIE EATON (collectively the "Trustees"), executed this 17 day of December, 2008 who hereby declare and agree that they have received this day from CHARLES EATON, as Donor, the sum of Ten Dollars (\$10) and that they will hold and manage the same, and any additions to it in trust. The trust established under this Agreement shall be referred to as THE DUPUYTREN FOUNDATION.

ARTICLE I TRUST FUND AND GENERAL PURPOSE

The term "trust fund" as used herein shall mean the property received by the trustees of this trust and any other property acceptable to the trustees that may be added to this trust from any source together with any income earned on said property. Title to the trust fund may be taken and held in the name of THE DUPUYTREN FOUNDATION or such other name or nominee as the trustees may designate. The trust shall continue forever unless the trustees terminate it and distribute all of the principal and income, which action may be taken by the trustees in their discretion at any time. On such termination the trust fund shall be distributed for one or more exempt purposes within Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose; provided, however, such distribution of principal and income shall be distributed to one or more organizations described in Sections 170(c), 2055(a) and 2522(a) of the Code, or corresponding sections of any future tax code, as the trustees shall select in their sole discretion.

ARTICLE II PRINCIPAL AND INCOME DISTRIBUTIONS

A. During the term of this trust, the principal and income of all property received and accepted by the trustees to be administered under this charitable trust shall be held in trust by them, and the trustees may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph (B), below, in such amounts and for such charitable purposes of the trust as the trustees shall, from time to time, select and determine; and the trustees may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in paragraph (D), below, in such amounts as the trustees shall, from time to time, select and determine without making use of any other charitable organization. The trustees may also make payments or distributions of all or any part of the income or principal to states, territories, or possessions of the United States, any political subdivision of any

of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes within the meaning of that term as defined in paragraph (D), below. Income or principal derived from contributions by corporations shall be distributed by the trustees for use solely within the United States or its possessions. No part of the net earnings of this trust shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this trust shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of this trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. Without limiting the generality of the trustees' discretion as provided in paragraph (A) above, The Dupuytren Foundation exists to promote education, research and innovation in new treatments for Dupuytren's contracture and conditions related to it. The preferred charitable organizations, although not limited to, should be (a) such charitable organizations that promote research and development of innovative or alternative treatments for Dupuytren's contracture, and (b) educational institutions or programs that promote innovative or alternative treatments for Dupuytren's contracture.

C. In this trust and in any amendments to it, references to "charitable organization" or "charitable organizations" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the organization describe in this paragraph C shall be entitled to exemption from federal income tax under section 201 (c)(3) of the Internal Revenue Code and/or organizations described in Code Sections 170, 2055 and 2522, or corresponding sections of any future federal tax code.

D. In this trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Code Section 501(c) (3), or corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Florida.

ARTICLE III GRANT COMMITTEE

The Trustees may form a grant committee of any number of individuals to advise it with choosing (i) the charitable organizations to which principal and income distributions should be made and (ii) the amounts of such distributions to such charitable organizations. The grant

committee shall meet at least annually and shall submit its report to the Trustees at the conclusion of each meeting. The Trustees may add individuals to or remove individuals from the grant committee in its discretion from time to time for any reason. The Trustees may, but is not required to, make distributions based on the advice of the grant committee.

ARTICLE IV CHARITABLE STATUS

A. This foundation is intended to qualify as a charitable, educational and religious foundation so that the value of the property passing to the trustees is deductible as a charitable contribution by the Settlor for Federal income tax purposes and for Federal gift tax purposes, and by the estate of the Settlor for Federal estate tax purposes; that all income earned by this foundation is exempt from Federal income tax under the Code; and that any and all contributions by other contributors will qualify as a charitable deduction under the federal income tax laws and Federal gift tax laws. In accordance with our intent, all provisions of this trust agreement, including those granting powers of management and control to the trustees, shall be construed, interpreted, and administered so as to carry out this intention. No power, duty or discretionary authority granted to the trustees shall be exercised or exercisable with respect to this trust agreement except in a manner consistent with the securing of the charitable deduction (under the applicable provisions of the Code). In furtherance of this intent, the trustees shall have the power, acting alone, to release any power granted to the trustees and to amend this trust in any manner required for the sole purpose of ensuring that this trust complies with the Code and the regulations issued thereunder, and any other applicable pronouncements of the Internal Revenue Service or case law concerning deductions for charitable, educational and religious purposes; and, provided, however, that no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of Section 501 of the Internal Revenue Code, or corresponding section of any future Federal tax code. An amendment to this Paragraph (A) of Article IV (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the trustees' amending power.

B. The trustees are prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code; from retaining any excess business holdings, within the meaning of Section 4943(c) of the Code; from making or retaining any investments which would subject the trust to tax under Section 4944 of the Code; and from making any taxable expenditures as defined in Section 4945(d) of the Code. The trustees shall make distributions at such time and in such manner as not to subject the trust to tax under Section 4942 of the Code.

C. No provision of this instrument shall be construed as restricting the trustees from investing the assets of this trust in a manner which could result in the annual realization of a reasonable amount of income or gain from the sale or disposition of trust assets.

D. No part of the earnings of this foundation shall inure to the benefit of any trustees or other person and no part of the activities of the foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The foundation shall not participate

or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements in connection with such campaign.)

ARTICLE V TRUSTEES POWERS

The Trustees' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this trust as specified and not otherwise. In extension and not in limitation of the common law and statutory powers of trustees and other powers granted in this trust, the trustees shall have the following discretionary powers:

A. Retention, Investment and Reinvestment

To retain, purchase, invest in and reinvest in any kind of property, including (without thereby limiting) real property, bonds, United States Securities, stocks of domestic and foreign corporations regardless of class, mutual investment funds, common trust funds, securities issued by any foreign government or subdivision, money market funds, partnerships (both limited and general), without any obligation to comply with any statute or rule of law concerning diversification or restricting investments by trustees.

B. Insurance and Costs

To purchase fire, rent, title, liability, casualty or other insurance on or in connection with any property; to pay any packing, storage and shipping expenses; the cost of these items may be paid as part of the expense of the trust affected.

C. Claims

To collect, pay, extend, abandon, contest, compromise and submit to arbitration any action, claim or debt (including any debt not due) in favor of or against any trust hereunder or against themselves as trustees.

D. Corporate and Related Powers

1. To continue to operate or participate in the operation of any unincorporated business, for as long as they deem necessary or advisable to so do; to incorporate or to participate in the incorporation of any business, and to operate such newly incorporated business; to liquidate, merge, consolidate, spin-off, or reorganize any business in such manner and upon such terms as they deem necessary or advisable.

2. To hold any business interest for such period as they may deem advisable, regardless of whether such business interest is of a class or diversification authorized by law for the investment of trust funds, and to operate as a sole proprietorship or as a partnership or corporation such business interest and any other business and to do any and all things necessary or appropriate for the management and operation of such business interest including not but limited to, in addition to the other powers and authority conferred by law or contained in this Article, the following powers:

- a.** To control, direct, and manage the business directly to delegate all or any part of its powers, to supervise and operate, to such person or persons as the fiduciaries may select, including any associate, partner, officer or employee of the business;
- b.** To hire and discharge officers and employees, fix their compensation and define their duties; and similarly to employ, compensate, and discharge agents, attorneys, consultants, accountants and such other representatives as the fiduciaries may deem appropriate, including the authority and power to employ any beneficiary in any of the foregoing capacities;
- c.** To make or obtain loans or advances on such conditions, at such rates of interest and for such business purposes as may be deemed advisable.
- d.** To take any action required to convert any corporation into a partnership or sole proprietorship or to organize a corporation under the laws of this or any other state and to transfer thereto all or any part of the business or interests and to receive in exchange therefor such stocks, bonds and other securities as may be deemed advisable;
- e.** To retain in the business operated as a sole proprietorship or partnership such amount of the net earnings for working capital and other purposes of the business as the fiduciaries may deem advisable in conformity with sound business practice;
- f.** To sell or liquidate all or part of any business at such time and price and upon such terms and conditions (including credit) as the fiduciaries may determine, including the authority and power to make such sale to any partner, officer, or employee of the business or to any beneficiary hereunder and to employ brokers or agents for such purposes;
- g.** To acquire additional interest in such business and to diminish, enlarge, or change the scope or nature of the activities of any business;
- h.** To institute or participate in any plan or proceeding for protecting or enforcing any right, obligation or interest arising from any property held hereunder or for reorganizing, consolidating, merging, adjusting the finances of, discontinuing, liquidating, recapitalizing, combining, or dissolving any corporation, partnership or other business association; to deposit securities under or withdraw them from security holders or voting trust agreements; to sell or exercise conversion, subscription or other purchase rights or options; to exercise all voting or other rights pertaining to securities held, whether directly, by limited or unlimited proxies, or otherwise;

E. Title and Possession

To cause any property to be held or registered in the name of the trustees without disclosing fiduciary capacity, or in the name of nominees or custodians, or the bearer, all without designation, or in such form that title will pass by delivery, and to permit any person including a nominee or custodian to have physical possession of such property. To execute and deliver

deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

F. Assistants

To employ upon such terms and with such discretionary powers as they approve, such brokers, agents, employees, assistants, accountants, attorneys-at-law, investment counsels, consultants, depositories, custodians, attorneys-in-fact, or other employees, irrespective of whether any firm or corporation so employed shall be one in which a trustee hereunder shall be a partner, stockholder, director, or officer, and to pay the reasonable fees, expenses and disbursements arising from the employment of any such persons, and to make purchases and sales of securities for the account of any trust established hereunder through any brokerage firm.

G. Sale or Exchange

To sell at public or private sale or exchange for other property, convey, or otherwise dispose of any and all property, for such price and upon such terms and credit as they deem proper. Persons dealing with them shall have no duty to see to the application of any moneys paid.

H. Property Management

To take possession of and to manage, operate, repair, improve or lease any property for such consideration, for such length of time and on such terms and credit as they believe proper; to collect profits and rentals from property, and pay expenses referable thereto; to demolish and/or erect structures on any real estate; to plat, improve, maintain and develop real estate; to engage in or discontinue any business or commercial enterprise, including farming, and to delegate management thereof; to establish such reserves for expenses as they may deem proper; to charge capital improvements to income if they deem this proper; to create and fund a reserve for depreciation or depletion out of income if they deem this proper; to amortize the principal of mortgage indebtedness or unsecured loan indebtedness from income if they deem this proper.

I. Borrow

To borrow money for any purpose, including the payment or refunding of existing indebtedness, including any fiduciary hereunder, either on general trust credit or on the mortgage or pledge of any specific property, and on such terms and for such length of time, all as they see fit.

J. Principal and Income

To allocate, in their discretion, all charges and credits as between principal and income where uncertainty exists as to the proper allocation thereof under the applicable law.

K. Conflict of Interest

To be officers, directors, or employees of, or to buy or sell or vote shares of stock or other interests in or otherwise to be personally interested in, any business or organization in which the trust is financially interested.

L. Distribution and Division

To make distributions and divisions of property in cash or in kind or both.

M. Lend

To lend money to any person, association, or corporation for such purpose and upon such terms and security as they determine.

N. Additions

To accept additions of any kind to any trust.

O. Release of Powers

To waive or release either in whole or in part, and whether temporarily or irrevocably, and in any manner, or to any extent and upon any terms, any power, authority, or discretion conferred upon them, by any provision of this instrument, such waiver or release to be evidenced by an instrument in writing filed with the trust records.

P. Amend

To amend at any time or times by written instrument or instruments signed and sealed by the trustees, and acknowledged by any of the trustees, provided that no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provision of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. An amendment of the provisions of this Article V (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the trustees' amending power. All instruments amending this Trust shall be noted upon or kept attached to the executed original of this Trust held by the trustees.

Q. Terminate

To terminate any trust established under this instrument in whole or in part if they determine (whether because of the diminished value of the trust assets or otherwise), in their absolute discretion. On such termination the trust fund shall be distributed for one or more exempt purposes within Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose; provided, however, such distribution of principal and income shall be distributed to one or more organizations described in Sections 170(c), 2055(a) and 2522(a) of the Code, or corresponding sections of any future tax code, as the trustees shall select in their sole discretion.

R. Construe

To construe any provision of this instrument when uncertainty exists as to the meaning of such provision and to act on such construction, without the necessity of applying to any court for approval of such action and without liability therefor.

S. Closely Held Businesses

If at any time the trustees are the owners of any business, whether as sole proprietor or holder of a majority of the outstanding stock of a corporation, the trustees may continue such

business so long as they shall deem it to be in the best interests of the beneficiaries and to exercise all powers with respect to such business. This shall include, but not by way of limitation, the power to sell or liquidate said business at such price and upon such terms as the trustees shall consider proper; to name or change officers, directors or employees and the power to expand, limit, alter, incorporate, merge or reconstitute such business in any way it deems advisable. In the absence of actual notice to the contrary, the trustees may accept as correct financial or other statements rendered by the managers of the business or corporation from time to time as to its condition and operations.

ARTICLE VI APPOINTMENT OF TRUSTEES

A. The initial trustees shall be CHARLES EATON, PAUL ZIDEL and VALERIE EATON. In the event that any one or more of the initial trustees fails to qualify or cease to act in such fiduciary capacity, then CHARLES EATON may appoint a successor trustees. If no successor trustee is appointed, then the trustees shall be appointed by the remaining trustee or trustees. The successor trustees shall have the authority to act upon filing a consent to act with the trust records. Such authority to appoint a successor trustees may be repeatedly exercised. Any successor trustee may be an individual or an entity possessing fiduciary powers and qualified to act in the State of Florida.

B. No trustee at any time serving and however appointed shall be required to furnish any bond or other security for the faithful performance of the office before any court, register this trust or file any accounts in any court as a condition for the exercise of any of the powers and discretions herein conferred upon the trustees.

C. Any trustee may receive reasonable compensation for services rendered in the administration of this charitable trust, as well as reimbursement for all reasonable expenses incurred, but in no event shall any trustee who has made a contribution to this trust ever receive any compensation thereafter.

D. Any trustee may, by written instrument, signed and acknowledged, resign his or her office. The number of trustees shall be at all times not less than two, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional trustees. Appointments shall be made by CHARLES EATON, during his lifetime, after his death then by the trustee or trustees in office by written instruments signed and acknowledged. Any succeeding or additional trustee shall, upon his or her acceptance of the office by written instrument signed and acknowledged, have the same powers, rights, and duties, and the same title to the trust estate jointly with the remaining trustee or trustees as if originally appointed.

**ARTICLE VII
PROVISIONS GOVERNING TRUSTEES**

A. Liability. The Trustee will not be liable for any claims against or losses incurred by the trust because of compliance with laws regulating environmental contamination or hazardous wastes, including reporting or abating contamination, cleaning up property, incurring expenses in connection with administrative or judicial proceedings, and establishing reserves for such payments, even if amounts expended exceed the value of the property. The trustees may require indemnities or other arrangements satisfactory to it that will protect and hold it harmless from liability that might be incurred for environmental contamination or hazardous substances.

B. Indemnity. Any trustee who ceases to serve for any reason will be entitled to receive (and the continuing trustee shall make suitable arrangements to provide) reasonable indemnification and security to protect and hold that trustee harmless from any damage or liability of any nature that may be imposed upon it because of its actions or omissions while serving as trustee. This protection, however, does not extend to a trustee's negligent actions or omissions that clearly and demonstrably result in damage or liability. A prior trustee may enforce these provisions against the current trustee or against any assets held in the trust.

**ARTICLE VIII
APPLICABLE LAW**

The trust created under this agreement shall be administered, interpreted and distributed in accordance with the laws of the State of Florida.


Any person may rely on a copy, certified by a notary public, of the executed original of this Trust held by the trustees, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a trustee under this Trust. No one dealing with the trustees need inquire concerning the validity of anything the trustees purport to do. No one dealing with the trustees need see to the application of anything paid or transferred to or upon the order of the trustees of the trust.

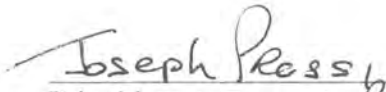
IN WITNESS WHEREOF, the Settlor and the original Trustees have executed this Trust Agreement on this 17 day of December, 2008, in the County of Palm Beach, State of Florida.

In the presence of:

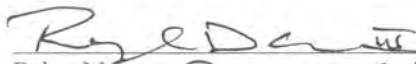

Print Name: Bettee Collister



CHARLES EATON, Settlor and Trustee


Print Name: MARCIA L. ALCEGA

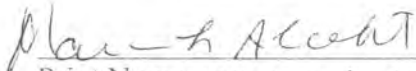

Print Name: Joseph Press


PAUL ZIDEL, Trustee


Print Name: Raymond Colson


Print Name: Bettee Collister

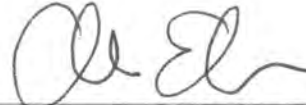

VALERIE EATON, Trustee


Print Name: MARCIA L. ALCEGA

Prepared by
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RUTHERFORD MULHALL, P.A.
3399 PGA Blvd., Suite 240
Palm Beach Gardens, Florida 33410
561-691-8111

STATE OF FLORIDA
COUNTY OF PALM BEACH

I, CHARLES EATON, declare to the officer taking my acknowledgment of this instrument, and to the subscribing witnesses, that I signed this instrument as a charitable trust agreement referred to as "THE DUPUYTREN FOUNDATION".



CHARLES EATON

We, Bettee M. Collister and Marcia Albrecht, have been sworn by the officer signing below, and declare to that officer on our oaths that the Settlor declared the instrument to be a charitable trust agreement referred to as "THE DUPUYTREN FOUNDATION" and signed it in our presence, and that we each signed the instrument as a witness in the presence of the Settlor and of each other.



Witness



Witness

Acknowledged and subscribed before me by the Settlor, CHARLES EATON, who is personally known to me or who has produced FL Driver's license as identification, and sworn to and subscribed before me by the witnesses, Bettee M. Collister, who is personally known to me or who has produced _____ as identification, and by Marcia Albrecht, who is personally known to me or who has produced _____ as identification, and subscribed by me in the presence of the Settlor and the subscribing witnesses, all on December 17, 2008.



ANDREA R. STEWART
MY COMMISSION # DD 782818
EXPIRES: June 15, 2012
Bonded Thru Budget Notary Services



Notary Public, State of Florida
(Stamp Name, Commission # and Expiration below)