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CERTIFIED TAX ATTORNEY  
FLORIDA BAR BOARD OF  
CERTIFICATION

ALSO ADMITTED IN  
OHIO & NORTH CAROLINA

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Gainesville, Florida 32604

TELECOPIER  
(352) 371-0599

April 24, 1998

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

EFFECTIVE DATE  
5-13-98

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Re: AMERICAN SOCIETY FOR BARIATRIC SURGERY FOUNDATION, INC.

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of \$122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	\$35.00
Certificate Designating Resident Agent.	\$35.00
Certified Copy of Articles of Incorporation	\$52.50

FILED  
MAY 15 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours ,

Walter M. Tovkach

Walter M. Tovkach

(WAT)

WMT:kat  
enclosures

A. CHESSEY MAY 19 1998

**ARTICLES OF INCORPORATION  
OF  
AMERICAN SOCIETY FOR BARIATRIC SURGERY FOUNDATION, INC.**  
(a Corporation Not For Profit)

**EFFECTIVE DATE**  
5-13-98

FILED  
98 MAY 15 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned persons of lawful age, at least the majority of whom are residents of the State of Florida, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Statutes of the State of Florida.

Article I - Name

The name of the corporation is AMERICAN SOCIETY FOR BARIATRIC SURGERY FOUNDATION, INC.

Article II - Principal Office

The address of the corporation's principal office is 6717 N.W. 11<sup>th</sup> Place, Suite C, Gainesville, Florida, 32605.

Article III - Initial Registered Agent

The name and address of the initial registered agent of this corporation is GEORGEANN MALLORY, 6717 N.W. 11th Place, Suite C, Gainesville, Florida, 32605.

Article IV - Duration

This corporation shall exist perpetually and be effective as of the date of execution of these Articles.

Article V - Purpose

1. The general purpose of this corporation is to do any and all things permitted under law in support of charitable causes in the United States. More specifically, the purposes of this organization are:

(a) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contributions of funds for the promotion and education to medical professionals and the general public of Bariatric Surgery.

(b) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and

to seek out and aid through direct contribution of funds for the promotion and education to general surgeons of Bariatric Surgery.

(c) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contribution of funds for the promotion and education to general surgeons in training, Residents and Fellows of Bariatric Surgery.

(d) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contribution of funds for the promotion and education to general nutritionists and to schools conferring degrees in nutrition of Bariatric Surgery

(e) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contribution of funds for the promotion and education to the general nursing profession of Bariatric Surgery.

(f) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contribution of funds for the promotion and education to the general medical profession of Bariatric Surgery.

(g) To seek out and aid with direct contributions of funds, and to seek out and aid charitable causes through contributions to other 501(C) organizations already established, and to seek out and aid through direct contribution of funds for the promotion and education to the general health management industry of Bariatric Surgery.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, educational and scientific purposes and will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of the future United States Internal Revenue law.

The purposes of the corporation shall be achieved by:

Obtaining through any and all means permitted under law the needed funds and other resources to carry out said purposes.

Article VI - Non-Stock Corporation

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article VII - Incorporator

The name and street address of the incorporator is: GEORGEANN MALLORY, 6717 N.W. 11th Place, Suite C, Gainesville, Florida, 32605.

Article VIII - Directors

The number of directors constituting the Board of Directors of the corporation is six (7) voting directors. One of said directors shall be S. Ross Fox, M.D., who shall be Chairman of the Board. The other six (6) Directors will be appointed by the Chairman of the Board to serve until they resign or are removed by the Chairman of the Board. The names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Addresses</u>
Melvin Deitel, M.D.	10 Penwood Crescent North York, Ontario Canada M3B 2B9
Kenneth G. MacDonald, M.D.	Department of Surgery East Carolina University Greenville, NC 27858
Alex M. C. Macgergor, M.D.	6717 N.W. 11 <sup>th</sup> Place, Suite C Gainesville, FL 32605
Boyd E. Terry, M.D.	N306 General Surgery One Hospital Drive Columbia, MO 65212
Otto L. Willbanks, M.D.	6339 Danbury Lane Dallas, TX 75214-2153
S. Ross Fox, M.D.	3716 Pacific Avenue Suite B Tacoma, WA 98445
Dapo A. Popoola, M.D.	22525 Maple Avenue, #102 Torrance, CA 90505

Article IX - Officers

The officers of this corporation shall consist of a President, and a Secretary/Treasurer. These two officers shall manage the affairs of the corporation and shall be elected by the Board of Directors. Such officers may be members of the Board of Directors. Such officers shall serve for two (2) year terms, at the will of the Board of Directors, and may succeed themselves for an unlimited number of two (2) year terms. The initial officers are as follows:

<u>Office</u>	<u>Name</u>
President	S. ROSS FOX, M.D.
Secretary/Treasurer	DAPO A. POPOOLA, M.D.

Article X - By-Laws

The By-Laws of this corporation shall be adopted by the incorporators at the first incorporator's meeting and may be altered, amended or repealed by the Directors.

Article XI - Membership Requirement

Membership in this corporation shall be the persons who shall also constitute the Board of Directors and other members shall be decided by the Board of Directors. Any person showing a genuine interest in the general and specific purposes of the corporation shall be eligible for membership in the corporation. Such members shall have no voting power.

Article XII - Amendments

These articles may be amended by a majority vote of the Directors.

Article XIII - Selection of Officers

Selection of officers shall be made in accordance with the terms of the By-Laws.

Article XIV - Election of Director

The Directors shall be elected as stated in the By-Laws of the corporation.

Article XV - Distribution of Assets Upon Dissolution

The corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. In the event of dissolution, the residual assets of the

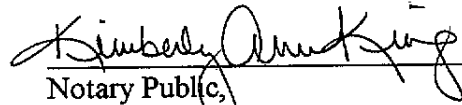
organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 13 day of May, 1998.

  
\_\_\_\_\_  
GEORGEANN MALLORY

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 13 day of May, 1998, by GEORGEANN MALLORY

  
\_\_\_\_\_  
Notary Public,  
My Commission Expires:

(SEAL)



Kimberly Ann King  
MY COMMISSION # CC532329 EXPIRES  
February 13, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That AMERICAN SOCIETY FOR BARIATRIC SURGERY FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville County of Alachua, State of Florida, has named GEORGEANN MALLORY, located at 6717 N.W. 11th Place, Suite C, Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
GEORGEANN MALLORY,  
Resident Agent

FILED  
98 MAY 15 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA