

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

BIO-MECHANICAL RESEARCH & INTEGRATED HEALTH FOUNDATI

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 1999

BLUMBERG/EXCELSIOR

SUBJECT: BIO-MECHANICAL RESEARCH & INTEGRATED HEALTH FOUNDATION, INC.
REF: W99000007870

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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Letter Number: 899A00016637

H99000007768 7

ARTICLES OF INCORPORATION
OF

BIO-MECHANICAL RESEARCH & INTEGRATED HEALTH FOUNDATION, INC.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is:

BIO-MECHANICAL RESEARCH & INTEGRATED HEALTH FOUNDATION, INC.

ARTICLE II

The address of the principal address of the corporation

*c/o Dr. Mani Das, D.V.M.
Micanopy Animal Hospital, Rt 2
Micanopy, Florida 32667*

ARTICLE III

The purpose of the corporation is as follows:

To promote and foster the development of VETERINARY CHIROPRACTIC medicine as a distinct healing art through a learning forum or research institute charged with responsibility of setting standards of practice and guidelines for industry in the pioneer field of VETERINARY CHIROPRACTIC, by undertaking the following activities, among others;

- A) *Promote conferences, workshops, seminars and meetings to present and analyze general therapies available to animals in general and veterinary chiropractic in particular,*
- B) *Establish standards for the practice of Chiropractic Veterinary and provide a national certifying registry,*
- C) *Raise funds, accept gift and donations to establish and house above Foundation, a not-for-profit organization, by*

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buying necessary real estate in the vicinity of horse breeding or training areas, and to engage in other lawful related businesses or other activities with a potential of generating funds to provide needed blood capital to realize Foundation's main objectives.

The provision for qualification of members and the manner of their admission will be provided for in the by-laws.

ARTICLE V

The initial board of directors shall consist of seven (7) members. The names and addresses of the directors are as follows:

*Dr. Mary Campilli LaPolla
740 Lattintown Road
Milton, New York 12547*

*Dr. Mani Das
Micanopy Animal Hospital, Rt. 2
Micanopy, Florida 32667*

*Peter F. Lord
Ulster Scientific Corp.
New Palz, New York 12561*

ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

H99000007768 7

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

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

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In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

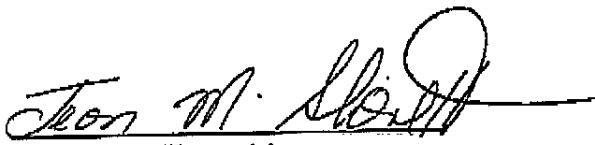
The method of election of directors shall be stated in the by-laws.

ARTICLE VIII

The name and street address of the incorporator is as follows:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

The undersigned incorporator has executed these Articles of Incorporation this 26th day of March, 1999.


Jean M. Sherett

H99000007768 7

DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

BIO-MECHANICAL RESEARCH & INTEGRATED HEALTH FOUNDATION, INC.

2. The name and address of the registered agent and office is:

**Dr. Mary Campilli LaPolla, D.C.
c/o Dr. Mani Das, D.V.M.
Micanopy Animal Hospital, Rt 2
Micanopy, Florida 32667**

I, the undersigned hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: *Mary Campilli LaPolla, D.C.*
**Dr. Mary Campilli LaPolla, D.C.
Its Agent**

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