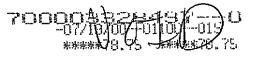
TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314



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The Massoacoustics

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee

\$78.75 Filing Fee &

Certificate of Status

\$78.75

Filing Fee & Certified Copy

\$87.50

Filing Fee,

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

Dr. Daniel W. Kunz

Name (Printed or typed)

2A accepto

Islamorada, FL

305-664-2997

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION OF THE MASSOACOUSTICS™ INSTITUTE, INC.



TO: Office of the Secretary of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

The undersigned, a natural person of the age of twenty-one years or more, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation (which is hereinafter called "Corporation") is: The MassoAcoustics™ Institute, Inc.

**SECOND:** The period of duration of the Corporation is **perpetual**.

THIRD: The Corporation is organized as a **not for profit entity** for exclusively educational, charitable and scientific purposes as may qualify it as exempt from federal income tax under **Section 501(c)(3)** of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States internal revenue law.

**FOURTH:** The specific **purpose** for which the Corporation is formed is to educate individuals and to develop in those individuals, through the application of acoustic, energy, vibratory, touch, nutritional, breathing and physical movement-based modalities, processes and technologies, a harmonic balance of vibratory energies between and among their brain, mind, body, spirit and soul.

This purpose shall include engaging in the following activities: developing new, innovative and creative approaches to balancing human energies with sound, touch, motion, exercise, nutrition, breathing and discussion; applying these techniques to individual and group clients; presenting these techniques through all instructional modalities to appropriate audiences; and developing and making available products that enhance the understanding and use of the Institute's techniques and procedures; and, to make these products and techniques available through all possible distribution channels.

FIFTH: The Corporation may have one or more classes of **members** or may have no members. If the corporation has one or more classes of members, the designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be determined by a resolution adopted by two-thirds of the directors in office. The Articles of Incorporation or the By-Laws of the Corporation shall be amended as necessary to reflect such resolution.

**SIXTH:** The manner of election of the **directors** of the Corporation shall be provided in the By-Laws.

**SEVENTH:** Provisions for the regulation of the **internal affairs** of the Corporation, including: (A) provisions for the distribution of assets on dissolution or final liquidation; and, (B) limitations on the nature of the Corporation's activities are as follows:

- (A) No part of the net earnings of the Corporation shall inure to the benefit of or be distibutable to the directors, officers, or other persons, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof, and,
- (B) No part of the activities of the Corporation shall comprise the carrying on of propaganda, or otherwise attempting to influence legislation to an extent that would otherwise disqualify it for income tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or successor provisions thereof, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or successor provisions thereof.

In the event of the dissolution or final liquidation of the Corporation, the remaining assets of the Corporation shall be applied and distributed as follows: all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provision shall be made therefore; any assets under a condition that said assets be returned, transferred to or conveyed upon dissolution, shall be disposed of in accordance with such requirements; all remaining assets, of every nature and description, shall be distributed to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, qualified for exemption from tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or successor provisions thereof.

EIGHTH: The address of the initial principal and registered office of the Corporation is: 198 East Carroll Street (Oceanside), <u>PO Box 1920</u>, Islamorada, FL 33036-1920. The name of the initial registered agent whose office is identical with the principal and registered office is: Dr. Daniel W. Kunz.

**NINTH:** The number of directors constituting the initial **Board of Directors** is three (3). The name and addresses of the persons who are to serve as the initial directors until the first annual meeting or until his/her/their successors are elected and qualified are:

<u>Name</u> 1. Dr. Daniel W. Kunz	Address 198 East Carroll Street (Oceanside) PO Box 1920 Islamorada, FL 33036-1920
2. Mr. George Helmkin	199 East Carroll Street (Oceanside) Islamorada, FL 33036
3. Ms. Samantha Daly	c/o Braunstein and Daly 933 North Kenmore Street, Suite 212 Arlington, VA 22201-2236

**TENTH:** The name and address of the incorporator is:

<u>Name</u>

Dr. Daniel W. Kunz

<u>Address</u>

198 East Carroll Street (Oceanside)

PO Box 1920

Islamorada, FL 33036-1920

**ELEVENTH:** This Corporation is organized as a **non-stock**, **non-profit** corporation.

**TWELFTH:** The Corporation reserves the **right to amend**, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statue.

I am hearby familiar with and accept the dutites and responsibilites as Registered Agent.

I, the undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Florida, do make and file these Articles of Incorporation, and I have accordingly hereunto set my hand.

Date / 17 02

Dr. Daniel W. Kunz/ Incorporator/Registered Agent

Notary:

State of FloriDA County of Monroe Not Ary For Dr. Daniel W. Kunz Witness my hand a seal duis day of July 2000. Fla Drivers Lic # K520 17946-430-0

> Delua Malone Notary Public



