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ATTORNEYS AT LAW

N0100000 3352

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Reply To: West Palm Beach

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August 28, 2002

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

RE: Syntony, Inc.
Document No. N01000003352

Gentlemen:

Enclosed please find the Amended and Restated Articles of Incorporation and Certificate of Designation and Acceptance by Registered Agent for the above-referenced corporation. Also a check for \$35.00 is enclosed to cover the filing fee associated with the Amended Articles of Incorporation. If you should have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Kimberly D. Lippman
Certified Legal Assistant

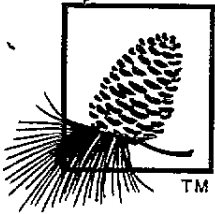
Enclosure
c. Nicole Dyk

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02 OCT 10 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc Amend
10/14



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October 8, 2002

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

RE: Syntony, Inc.
Document No. N01000003352

Gentlemen:

Enclosed please find the Amended and Restated Articles of Incorporation and Certificate of Designation and Acceptance by Registered Agent for the above-referenced corporation with the changes according to the September 6th letter we received from the Department. If you should have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Kimberly D. Lippman, CLA
Certified Legal Assistant

Enclosure

I:\Client Documents\Dyk\Corr\Div Of Corp Amend Sec Ltr 2.Doc



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 6, 2002

LEWIS, LONGMAN & WALKER, P.A.
% KIMBERLY D. LIPPMAN, CLA
1700 PALM BEACH LAKES BLVD., STE 1000
WEST PALM BEACH, FL 33401

SUBJECT: SYNTONY, INC.
Ref. Number: N01000003352

We have received your document for SYNTONY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

In Article VIII please remove word initial. Beth Carlson is the registered agent. The incorporator listed in the Articles of Incorporation is Nicole Dyk. Please make all corrections.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 402A00051408

RECEIVED
02 OCT 10 AM 11:11
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

SYNTONY, INC.

(Present name)

N01000003352

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

The Attached Amended and Restated Articles of Incorporation of Syntony, Inc. Document Number N01000003352

restates Article II: Purpose and Powers;

Adds Article III: Not for Profit

Adds Article IV: Tax Exempt Status

Adds Article V: Duration

Restates Article VI: Membership and Article VII: Principal Office

Amends Article VIII: Registered Office & Agent

Amends Article IX: Directors

Adds Article X: Fiscal Year

Adds Article XII: Bylaws, and Article XIII: Amendments and Article XIV: Indemnification and Civil Liability

FILED
02 OCT 10 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: August 19, 2002

THIRD: Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Beth A. Carlson

Typed or printed name

Secretary

Title

10/5/02
Date

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

SYNTONY, INC.

(A Corporation Not-for-Profit)

These Articles constitute the Articles of Syntony, Inc. a corporation not-for-profit organized under the laws of the State of Florida.

Article I.

Name

The name of the Corporation is Syntony, Inc.

Article II.

Purposes and Powers

The Corporation is organized and shall be operated exclusively for educational, holistic health, and scientific purposes, including but not limited to the following:

1. To develop a wellness and prevention oriented health care plan with a holistic approach to diagnosis and care, implementing alternative with allopathic therapies.
2. To develop a comprehensive wellness education program.
3. To establish a retreat site for ongoing preventative and alternative health and wellness programs for educators and health care providers.
4. To design a value driven, preventative health care plan and to establish a local network of providers to participate in the above plan.
5. To research demonstrating the efficiency of complementary modalities for diagnosis, treatment of disease, and improvement of health.
6. To exercise its powers through its officers, trustees, members, employees and agents and to join with other organizations in activities designated to achieve the objectives of the Corporation.

7. Generally, to have and exercise all rights and powers conferred on non-profit corporation under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the primary purpose of this Corporation.

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be conducted or carried on (a) by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III.

Not For Profit

This Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 its purposes as set forth in and limited by these Articles.

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IV.

Tax Exempt Status

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article V.

Duration

The term of existence of the Corporation is perpetual.

Article VI.

Membership

Membership in the Corporation shall be as regulated by the Bylaws.

Article VII.

Principal Office

The address of the principal office of the Corporation is 1215 Ocean Dunes Circle, Jupiter, FL, 33477. The mailing address of the Corporation is 1215 Ocean Dunes Circle, Jupiter, FL, 33477.

Article VIII.

Registered Office

The street address of the registered office of the Corporation is 1215 Ocean Dunes Circle, Jupiter, FL, 33477 and the registered agent is Nicole Dyk.

Article IX.

Directors

The Corporation shall be operated and managed by a board of directors who shall be elected pursuant to the provisions of the Bylaws of the Corporation with respect to the number, classes, qualifications, and election of directors. The names and addresses of the current directors are:

Nicole Dyk
1215 Ocean Dunes Circle
Jupiter, FL 33477

Dinah Nieburg
1686 Royal Oak Court
Charlottesville, VA 22902

Sybil Hulis
4253 Broken Wing Lane
Palm Beach Gardens, FL 33418

Article X.

Fiscal Year

The fiscal year of the Corporation shall be from July 1 to June 30th.

Article XI.

Incorporator

The name and address of the incorporator of this Corporation is as follows:

Nicole Dyk – President
1215 Ocean Dunes Circle
Jupiter, FL 33477

Article XII.

Bylaws

The Bylaws of this Corporation are to be made and adopted by the Board of Directors, and may be amended by the Board of Directors as provided therein.

Article XIII.

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article XIV.

Indemnification and Civil Liability

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article XV.

Commencement of Existence

The Corporation commenced its existence on May 11, 2001.

IN WITNESS WHEREOF, the undersigned director has signed these Amended and Restated Articles of Incorporation on August 17, 2002.



Nicole Dyk, Chairperson

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the corporation named below, organized under the not-for-profit corporation laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is Syntony, Inc.
2. The name and address of the registered agent and registered office are:

Nicole Dyk
1215 Ocean Dunes Circle
Jupiter, FL 33477

Having been named in the Articles of Incorporation of the above-stated corporation as registered agent for such corporation at the address indicated in this statement, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Nicole Dyk
Nicole Dyk, Registered Agent

Dated: 8/15/2002

J:\Bcarlson\Amended Articles Of Syntony, Inc..Doc

