

# No 2000003801

## TRANSMITTAL LETTER

FILED

02 MAY 16 PM 1:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-05/16/02--01066--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Wellhouse International, Inc.  
(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

FROM: H. Robert Showers, Esq.  
Name (Printed or typed)

305 Harrison St., SE, 3rd Floor  
Address

Leesburg, VA 20175  
City, State & Zip

703.771.4671  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
WELLHOUSE INTERNATIONAL, INC.**

**FILED**  
02 MAY 16 PM 1:19  
SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons aged twenty-one years or above, join together as incorporators to create a non-profit corporation pursuant to Chapter 617 of the Florida Statutes, and here set forth:

- Article I:** The name of the Corporation shall be Wellhouse International, Inc.
- Article II:** The principal place of business and mailing address of the Corporation shall be 5380 North Ocean Drive, 8D-Eastpoint I, Singer Island, FL 33404.
- Article III:** The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereafter "Code"). The Corporation is not affiliated with any particular church or religious denomination.

More specifically among these purposes, Wellhouse International seeks compassionately, creatively and mercifully to reach out through the complementary gifts of counseling, medicine, the fine arts, education, and other fields of service, with agape love to individuals and families in our world community. Wellhouse International is dedicated to the healing, comfort, and encouragement of all who suffer, as well as those who are not in acute pain but who are desiring personal growth, preventive care, the enhancement of life, and a greater sense of well-being.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any educational or charitable organization or organizations, exclusively for educational or charitable purposes.

Provided it does not jeopardize its tax-exempt status, the Corporation shall further be authorized to do any and all lawful acts and things which may be necessary and useful, suitable, or proper for the furtherance of the purposes of the Corporation; to engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes.

**Article IV:** The Corporation shall have at least three (3) but no more than twenty-one (21) directors. The manner in which the directors of the Corporation shall be elected, as well as provisions regarding the governance and internal affairs of the Corporation, shall be provided by the bylaws of the Corporation.

**Article V:** The number of directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as the initial Directors for the terms specified in the bylaws or until their successors be appointed are:

- 1) Juliette Anderson  
President & Founder, Wellhouse International  
5380 North Ocean Drive  
8D-Eastpoint I  
Singer Island, FL 33404
- 2) Dr. Henry Brandt, Ph.D.  
International Consulting Psychologist  
5380 North Ocean Drive  
8D-Eastpoint I  
Singer Island, FL 33404
- 3) Harry Loy Anderson  
President, Palm Beach National Bank & Trust Co.  
125 Worth Avenue  
Suite 100  
Palm Beach, FL 33480

**Article VI:** The initial Registered Agent of the Corporation shall be:

Juliette Anderson  
President & Founder, Wellhouse International  
5380 North Ocean Drive  
8D--Eastpoint I  
Singer Island, FL 33404

**Article VII:** The Incorporators of the Corporation are:

Juliette Anderson  
President & Founder, Wellhouse International  
5380 North Ocean Drive  
8D-Eastpoint I  
Singer Island, FL 33404

Dr. Henry Brandt, Ph.D.  
International Consulting Psychologist  
5380 North Ocean Drive  
8D-Eastpoint I  
Singer Island, FL 33404

**Article VIII:** The property of this Corporation is irrevocably dedicated to charitable, educational and religious purposes, and no part of the net 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 to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170 of the Code.

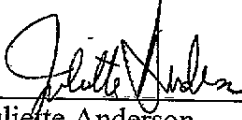
In the event the Corporation is found to be in any one year a "private foundation" as defined by Section 509(a) of the Code, it shall be (1) required to distribute its income for such taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code; (2) prohibited from any act of "self-dealing" as defined in Section 4941(d) of the Code; (3) prohibited from retaining any "excess business holdings" as defined by Section 4943(c) of the Code; (4) prohibited from making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code; and (5) prohibited from making any taxable expenditure as defined in Section 4945(d) of the Code.

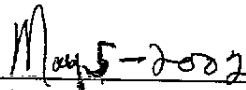
Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

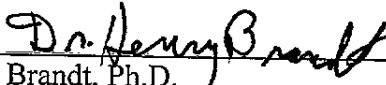
**Article IX:** To the fullest extent permitted by Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right

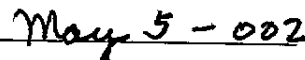
of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

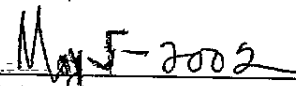
  
\_\_\_\_\_  
Juliette Anderson  
Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Dr. Henry Brandt, Ph.D.  
Incorporator

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Juliette Anderson  
Incorporator

  
\_\_\_\_\_  
Date