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TRANSMITTAL LETTER

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

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-06/17/02--01025--005

*****87.50 *****70.00

SUBJECT: Center for Acupuncture Research and Education, Incorporated

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:
\$87.50 for Filing Fee, Certified Copy and Certificate

FROM: Mary Jo Hayes

2011 NW 22nd St

Gainesville, FL 32605

(352) 377-3252

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
CENTER FOR ACUPUNCTURE RESEARCH AND EDUCATION, INCORPORATED
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: CENTER FOR ACUPUNCTURE RESEARCH AND EDUCATION, INCORPORATED.

ARTICLE II PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 107 SW 7th Street, Gainesville, Florida 32601.

ARTICLE III PURPOSES

The specific purposes for which the corporation is organized are:

1. To establish a program to promote and carry on research to establish the efficacy of acupuncture treatment for a variety of medical conditions.
2. To establish a center of excellence to integrate acupuncture treatment with western medical treatment in order to optimize the health of the patient and to find cost effective ways of maintaining the health of the patient.
3. To carry on any educational or other activities which will improve the public understanding of acupuncture.
4. To provide ongoing training for medical professionals in order to improve the effectiveness of their use of acupuncture in their treatment of their patients.
5. To support the education and training of acupuncture physicians.
6. The corporation may be dissolved voluntary by the Board of Directors by a majority vote at the annual meeting or at a special meeting if all members of the Board of Directors are given reasonable notice. Such dissolution may also occur by written consent of the shareholders, if any corporate shares are issued. Articles of Dissolution must be drawn up at the time of dissolution as evidence of the corporation's final action, that no corporate business (such as an outstanding debt) remains uncompleted. The Articles of Dissolution and all documents pertaining to the dissolution will then be delivered to the Secretary of State. Such dissolution may be revoked or

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canceled by the same manner by which they began, so long as the cancellation occurs before the filing of the articles of dissolution are delivered to the Secretary of State. At such times as the corporation is dissolved any remaining assets will be distributed for one or more exempt purposes within the meaning of Section 501-(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed by the Federal government, for a public purpose.

7. To exercise all the powers enumerated in section 617 of the Florida Statutes, as it now exists or is subsequently amended, expanded or superseded, and to do and perform such acts as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

8. This corporation is organized exclusively for charitable purposes as a not-for-profit corporation within the meaning of Section 501-(c)(3) of the Internal Revenue Code, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual, 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 the purposes set forth above. In addition, this corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that this corporation, in exercising any one or more of these powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501-(c)(3) of the Internal Revenue Code or any amendments thereto.

9. Notwithstanding any other provisions of these articles, this corporation shall 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The Initial Board of Directors for this corporation shall be elected by the Initial Incorporators. Their initial term shall be for three years. There is no limit to the number of consecutive terms that a board member may serve. All subsequent terms of Directors shall also be for three years. The corporation bylaws will provide further information on this subject.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is: Mary Jo Hayes, 2011 NW 22nd Street, Gainesville, Florida 32605.


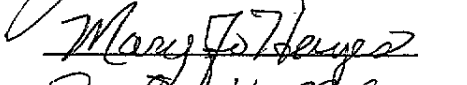
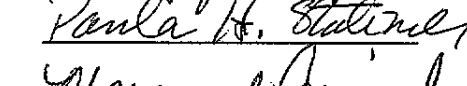
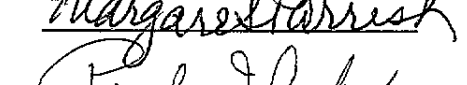
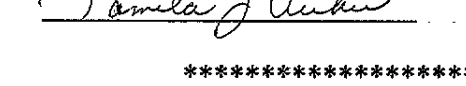
ARTICLE VII INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:


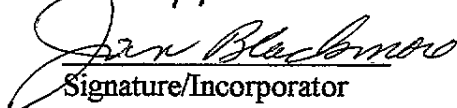
1. Jan Blackmore, c/o Institute of Classical Acupuncture, Inc., 107 SW 7th Street, Gainesville, Florida 32601
2. Mary Jo Hayes, 2011 NW 22nd Street, Gainesville, Florida 32605
3. Paula Huessy Stahmer, 4621 Clear Lake Drive, Gainesville, Florida 32607
4. Margaret Parrish, 1633 NE 18th Place, Gainesville, Florida 32609
5. Pamela J. Archer, 314 ONE 162 Place, Citra, Florida 32113

The undersigned incorporators have executed these Articles of Incorporation this 12th day of June 2002:

Signatures of the Incorporators:

	Jan Blackmore, BS, AP
	Mary Jo Hayes, MEd, MS, PhD
	Paula Huessy Stahmer, JD
	Margaret Parrish
	Pamela J. Archer, RN

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.

 Signature/Registered Agent	<u>6/12/02</u> Date
 Signature/Incorporator	<u>6/12/02</u> Date

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