

**No 2000005836**

200 W College Ave, Ste 311B  
Address  
Tallahassee FL 32301 681-6400  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. The Sports Medicine Fellowship Education Foundation  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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- ☒ Walk in ☐ Pick up time 8/12-0226 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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02 AUG - 1 PM 2:17  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

*Specimen ready  
DK. Don't add  
person name  
8/1/02*

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CR2E031(7/97)

*[Signature]*

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 1, 2002

NOREEN FENNER  
200 W. COLLEGE AVE.  
SUITE 311B  
TALLAHASSEE, FL 32301

SUBJECT: THE SPORTS MEDICINE FELLOWSHIP EDUCATION  
FOUNDATION, INC.  
Ref. Number: W02000022233

We have received your document for THE SPORTS MEDICINE FELLOWSHIP EDUCATION FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 802A00046356

*Noreen  
Said  
member is - for  
Not A Director*

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE SPORTS MEDICINE FELLOWSHIP EDUCATION FOUNDATION, INC.**

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TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is **THE SPORTS MEDICINE FELLOWSHIP EDUCATION FOUNDATION, INC.** (the "Corporation").

**ARTICLE II**

**CORPORATE OFFICE; MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be located at 1405 S. Orange Avenue, Suite 601, Orlando, Florida 32806-2153.

**ARTICLE III**

**PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, educational, and other exempt purposes, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned exempt purposes (hereinafter, the "Exempt Purposes"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or, (b) the contributions to which are deductible under §170(a)(1) and (c)(2) of the Code. In particular, the scope of Exempt Purposes in which the Corporation may engage shall include, without limitation:

(1) To engage in educational activities, by fellowship grant and otherwise, for the education of medical professionals and the public concerning orthopedics and sports medicine, including, without limitation, the teaching of:

- (a) advanced surgical techniques to orthopedic and sports medicine physicians;
- (b) physical therapy techniques in orthopedic and sports medicine;
- (c) effective practices in orthopedics and sports medicine to coaches and trainers responsible for athletes;
- (d) advanced clinic, operating room, and rehabilitation practices to nurses; and,
- (e) effective procedures for allied health personnel and safety managers.

(2) To engage in research in orthopedics and sports medicine, including, without limitation:

- (a) advancing sports medicine and orthopedics as clinical sciences;
- (b) conducting and sponsoring research in basic and clinical sciences related to sports medicine and orthopedics;
- (c) establishing and refining fitness standards and measurements; and,
- (d) fostering prevention of orthopedics injuries in athletics and in the workplace.

(3) To be and develop a repository of information concerning orthopedics and sports medicine, and to engage in the dissemination thereof, including, without limitation, by means of:

- (a) active participation in continuing professional training at all levels;
- (b) presentation and participation in workshops, seminars, and clinics;
- (c) utilization of videotapes, illustrations, photographs, models, laser discs, and other effective resources in existence and to be developed; and,
- (d) use of demonstration operating room equipment, personnel, and techniques.

(4) To anticipate, develop, and perfect clinical applications in orthopedics and sports medicine of new materials, techniques, teaching methods, and management of problems and injuries.

(5) To interface research, teaching, and knowledge dissemination, among other efforts:

(a) making the elements of each function work together in a single complex; and,

(b) involving professionals, patients, and the public in treatment, healing, injury prevention, and patient management.

## ARTICLE IV

### POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated Exempt Purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; *provided, however*, that this provision shall not apply to activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private shareholder or private individual within the meaning of §501(c)(3) of the Code.

During any period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942(a) of the Code.

(2) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code, which would give rise to any liability for the tax imposed by §4941(a) of the Code.

(3) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which would give rise to any liability for the tax imposed by §4943(a) of the Code.

(4) The Corporation shall not make any investment which would jeopardize the carrying out of any of its Exempt Purposes, within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4944(a) of the Code.

(5) The Corporation shall not make "taxable expenditures," as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.

## ARTICLE V

### MEMBERS

The Corporation shall initially have one (1) member, who shall be a voting member. The initial sole voting member of the Corporation shall be **THOMAS F. WINTERS, JR., M.D.** Additional voting or non-voting members of the Corporation may be appointed only by a majority vote of the then voting members of the Corporation.

## ARTICLE VI

### DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors of the Corporation and their respective terms of office shall be as provided in the Bylaws of the Corporation; *provided, however*, that the Corporation shall, at all times, have the minimum number of directors required by applicable law.

## ARTICLE VII

### DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor; and,

(2) all remaining assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Code, as determined by the Board of Directors of the Corporation.

## **ARTICLE VIII**

### **BYLAWS**

The Board of Directors or the voting members of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the Board of Directors or such voting members shall deem necessary; *provided, however*, that no Bylaw adopted by the Board of Directors or such voting members shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the prior affirmative vote or written consent of a majority of the then voting members of the Corporation.

## **ARTICLE IX**

### **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office shall be 163 East Morse Boulevard, Suite 200, Winter Park, FL 32789. The name of the initial registered agent of the Corporation at such office shall be Joseph R. Panzl, Esq.

## **ARTICLE X**

### **INCORPORATOR**

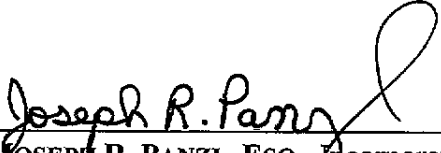
The name and address of the sole incorporator of the Corporation are Joseph R. Panzl, Esq., % Panzl & Company, P.A., 163 East Morse Boulevard, Suite 200, Winter Park, FL 32789.

## **ARTICLE XI**

### **AMENDMENTS**

These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Winter Park, Florida, this 31st day of July, 2002.

  
JOSEPH R. PANZL, ESQ., Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of July, 2002, by JOSEPH R. PANZL, ESQ., as incorporator, who is personally known to me.

  
NOTARY PUBLIC  
My Commission Expires:



Theresa A Leduc  
My Commission DD064497  
Expires September 04, 2005

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Joseph R. Panzl, Esq. as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Statutes, and that he will comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

  
JOSEPH R. PANZL, ESQ.

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