

# NO2000007366

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September 18, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

**Re: Articles of Incorporation for The Foundation of Healthy Living, P.C.,  
A Florida Nonprofit Corporation and Articles of Incorporation for Drs. Frisbee  
and Delaney Center for Healthy Living, P.A.**

FILED  
02 AUG 23 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for The Foundation of Healthy Living, P.C., a Nonprofit Corporation and Articles of Incorporation for Drs. Frisbee and Delaney Center for Healthy Living, P.A., together with a check in the amount of \$70 for each of the corporations representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

*Terrance R. Ketchel*  
Terrance R. Ketchel

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TRK/jc

Enc a/s

188  
9/26/02

**ARTICLES OF INCORPORATION**  
**FOR**  
**THE FOUNDATION FOR HEALTHY LIVING, INC.**

**A FLORIDA NONPROFIT CORPORATION**

**Article I.**

**Corporate Name**

The name of the corporation is **The Foundation for Healthy Living, Inc.**

**Article II.**

**Principal Office and Address**

The address of the principal office of the corporation is 119 Truxton Ave., Fort Walton Beach, Florida 32547, and the mailing address of the corporation is 119 Truxton Ave., Fort Walton Beach, Florida 32547.

**Article III.**

**Duration**

The term of existence of the corporation is perpetual; and the corporation existence will commence on the filing of these Articles by the Department of State.

**Article IV.**

**Purpose**

The purpose for which this corporation is organized is to engage in any and all activities permitted under the laws of the State of Florida for a Nonprofit Corporation.

**Article V.**

**Capital Stock**

This corporation shall be a nonprofit corporation and shall not issue stock.

**Article VI.**

**Board of Trustees**

This corporation shall have three (3) trustees initially. The number of trustees may be increased from time to time as set forth in the By-Laws of the corporation, but shall never be less than three. The method of election of the trustees of the corporation is set forth in the By-Laws.

**FILED**  
02 AUG 23 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Article VII.**

### **Registered Office and Agent**

The initial registered office of the corporation shall be located at 119 Truxton Ave., Fort Walton Beach, Florida 32547. The initial registered agent of the corporation at that address shall be Dr. Karin Frisbee.

The Board of Trustees from time to time may move the Registered Office to any other address in the State of Florida.

## **Article VIII.**

### **Incorporator**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: **DR. KARIN Frisbee, 119 Truxton Ave., Fort Walton Beach, Florida 32547.**

## **Article IX.**

### **Indemnification**

This corporation shall indemnify and hold harmless any and all of its present or former trustees, officers, employees, or agents to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a trustee, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any trustee, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

## **Article X.**

### **Amendments**

The Articles of Incorporation may be amended at a special meeting of the Board of Trustees called for that purpose, by a two-thirds (2/3rd's) vote of those present.

## **Article XI.**

### **By-Laws**

The power to adopt, alter, amend, or repeal By-Laws of the corporation shall be set out in said By-Laws.

**Article XII.**

**Non Profit Status**

1. The corporation shall be organized and operated exclusively for purposes authorized in these Articles of Incorporation; notwithstanding any other provision 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law); or

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

2. No part of the net earnings of the corporation shall inure to the benefit of any individual member.

3. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

**Article XIII.**

**Distribution of Assets Upon Dissolution**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which themselves are exempt as organizations described under Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or Trustee of this corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 16 day of September, 2002.

  
\_\_\_\_\_  
DR. KARIN FRISBEE

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 16 day of September, 2002, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **DR. KARIN FRISBEE**, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid

☒ To me personally known

Identified by Driver's License Number \_\_\_\_\_  
issued by the State of \_\_\_\_\_

Susan Leger  
Notary Public

Typed Name: Susan Leger

My Commission Expires:

Commission No.:



Mary Susan Leger

My Commission CC973779

Expires October 8, 2004

I, **DR. KARIN FRISBEE**, am hereby familiar with and accept the duties and responsibilities as Registered Agent for **THE FOUNDATION FOR HEALTHY LIVING, INC.**

DR. KARIN FRISBEE  
Registered Agent

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TALLAHASSEE, FLORIDA