

Division of Corporations

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Account Name : ROETZEL & ANDRESS
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Phone : (239) 649-6200
Fax Number : (239) 261-3659

FLORIDA NON-PROFIT CORPORATION

Aesthetx, Inc.

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ARTICLES OF INCORPORATION
OF
AESTHETX, INC.
a Florida not for profit corporation

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The undersigned Incorporator, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of the not for profit corporation is AESTHETX, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 10897 Meadowlark Cove Drive; Fort Myers, FL 33908.

ARTICLE III
PURPOSE

The Corporation is a not for profit corporation. The purpose for which the Corporation is organized is to provide cooperative services to various Section 501(c)(3) of the Internal Revenue Code of 1986 not for profit Arts Organizations located in Lee County, and to perform any and all related or ancillary acts, including, without limitation, providing education to the general public, which will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS; CORPORATE POWERS

The powers of the Corporation shall be exercised, its property controlled and its affairs conducted by a board of directors, which may, however, delegate the performance of its functions and duties to officers, employees, agents and committees. The initial number of directors of the Corporation shall be no less than three (3) and no more than seven (7). The method of election of directors is set forth in the Bylaws of the Corporation. The number of members of the board of directors of the Corporation may be increased or decreased from time to time in accordance with Bylaws. The initial directors shall hold office until successors are elected or qualified. The directors of the Corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any director on the dissolution or winding up of this Corporation. Directors of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

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There are no initial members of the board of directors at this time.

The corporation shall have the following powers; provided, however, that no such powers shall be exercised in such a manner as to cause the corporation to lose its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or any subsequent corresponding federal law:

(i) All of the common law and statutory powers of a non-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.

(ii) To enter into, make, establish and enforce agreements, contracts, bylaws, rules and regulations from time to time.

(iii) To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and replace real and personal property.

(iv) To raise, invest and hold funds for the purposes of the corporation.

(v) To purchase insurance for the protection of the corporation, and its property, officers, directors, employees, agents and such other parties as the board may determine to be in the interest of the corporation.

(vi) To employ personnel necessary or convenient to perform the functions, obligations, services and duties to be performed by the corporation and/or contract with others for the performance of such functions, obligations, services and duties.

(vii) To acquire and enter into agreements acquiring leasehold and other possessory and use rights in lands and facilities and to pay the rental, membership fees, operational, replacement and other expenses related thereto.

(viii) To exercise any and all other powers necessary or convenient to carry out the purposes for which the corporation has been formed.

ARTICLE V **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent of the Corporation is Joseph A. Troiano; 2320 First Street, Suite 1000, Fort Myers, Florida 33901.

ARTICLE VI **INDEMNIFICATION**

The Corporation shall indemnify each officer, director and/or member, or any former officer, director and/or member, as more particularly set forth in the Bylaws.

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ARTICLE VII
DEDICATION OF ASSETS

The assets of this Corporation shall be irrevocably dedicated to purposes consistent with the purposes for which the Corporation has been formed, and no part of the net income or assets of this Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member, or to the benefit of any private 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 in Article III hereof. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

ARTICLE VIII
DISTRIBUTION OF ASSETS

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable or other tax exempt purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation this 23rd day of February, 2004.



Joseph A. Troiano, Esq.

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Joseph A. Troiano, Esq.

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