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BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com
BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

April 21, 2004

Secretary of State
Division of Corporations
Non-Profit Section
P. O. Box 6327
Tallahassee, FL 32301

RE: Foundation for the Advancement of Contemporary
Oriental Medicine, Inc.

Gentlemen:

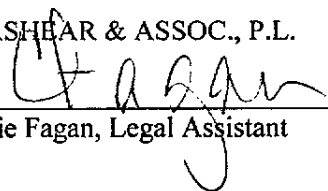
Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.


Carrie Fagan, Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
FOUNDATION FOR THE ADVANCEMENT OF
CONTEMPORARY ORIENTAL MEDICINE, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE ONE. NAME

The name of this corporation is Foundation for the Advancement of Contemporary Oriental Medicine, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of the study and practice of Contemporary Oriental Medicine, and by the distribution of its funds for such purposes, including specifically, but without limitation, providing the following:

- a. Scholarships and grants for the study of Contemporary Oriental Medicine to students who would otherwise find it difficult or impossible to pursue such studies for financial reasons.
- b. Funding and other resources to low cost community clinics providing the Contemporary Oriental Medicine model of diagnosis and treatment to patients in the Gainesville, FL area.
- c. Funding for educational outreach for Contemporary Oriental Medicine, and
- d. Funding for research projects involving Contemporary Oriental Medicine

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. TRUSTEES AS MEMBERSHIP

a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

ARTICLE SIX. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

John Huddleston
9303 N.W. 59th Lane
Gainesville FL 32653

Marilyn C. Mesh
P.O. Box 3190
High Springs FL 32655

Harvey Budd
4150 N.W. 93rd Avenue
Gainesville FL 32653

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 4150 N.W. 93rd Avenue, Gainesville FL 32653. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Harvey Budd, 4150 N.W. 93rd Avenue, Gainesville FL 32653. The principal address is the same as the registered office.

ARTICLE EIGHT. BOARD OF TRUSTEES.

The number of trustees shall not be less than 3 nor more than 7. The first trustees of the Corporation are:

John Huddleston
9303 N.W. 59th Lane
Gainesville FL 32653

Marilyn C. Mesh
P.O. Box 3190
High Springs FL 32655

Harvey Budd
4150 N.W. 93rd Avenue
Gainesville FL 32653

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on May 1, 2005, or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to May 1st of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

John Huddleston
9303 N.W. 59th Lane
Gainesville FL 32653

Marilyn C. Mesh
P.O. Box 3190
High Springs FL 32655

Harvey Budd
4150 N.W. 93rd Avenue
Gainesville FL 32653

Corporate Officers. The board of trustees shall elect the following officers: president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

John Huddleston	President
Marilyn C. Mesh	Secretary
Harvey Budd	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

Upon 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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** The corporation shall distribute 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 Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

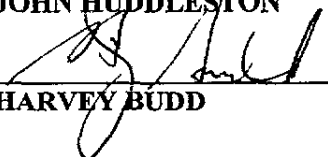
We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on April 21, 2004.



JOHN HUDDLESTON



MARILYN MESH

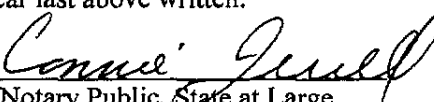


HARVEY BUDD

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 19 day of April, 2004, personally appeared before me, JOHN HUDDLESTON, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Notary Public, State at Large
My Commission Expires:



Connie Jerrell
MY COMMISSION # CC944782 EXPIRES
June 13, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 21st day of April, 2004, personally appeared before me, MARILYN MESH, and acknowledged that she executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Connie Jerrell
MY COMMISSION # CC944782 EXPIRES
June 13, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Connie Jerrell
Notary Public, State at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

On this 19 day of April, 2004, personally appeared before me, HARVEY BUDD, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.



Connie Jerrell
MY COMMISSION # CC944782 EXPIRES
June 13, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Connie Jerrell
Notary Public, State at Large
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FOUNDATION FOR THE ADVANCEMENT OF CONTEMPORARY ORIENTAL MEDICINE, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 19 day of April, 2004.

Harvey Budd
HARVEY BUDD
Registered Agent