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2004 AUG -6 AM 9:06
TALLAHASSEE FLORIDA
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RECEIVED
04 AUG -6 AM 8:49
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA
STATE

8/6/04

Christopher L. Noland
Requester's Name
1000 Riverside Ave #115
Address
Tacksonville, FL 32204 904-233-3051
City/State/Zip Phone #

2004 AUG -6 AM 9:06

CLERK OF STATE
TALLAHASSEE FLORIDA

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

1. American Society for Photodynamic Therapy, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

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

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
AMERICAN SOCIETY FOR PHOTODYNAMIC THERAPY, INC.**

2004 AUG -6 AM 9:06

The undersigned, being a natural person of the age of more than twenty-one years, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a not for profit corporation pursuant to the provisions of the Florida Not for Profit Corporation Act.

FIRST: The name of the corporation ("Corporation") shall be the American Society for Photodynamic Therapy, Inc.

The principal place of business of this corporation shall be 2563 Capital Medical Boulevard, Tallahassee, County of Leon, Florida 32308.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same be amended pursuant to the provisions of the Florida Not for Profit Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act, are as follows:

The purpose for which the Corporation is organized and operated shall be to operate solely for charitable, scientific and educational purposes solely within the exemption provided for by 26 U.S.C.A., Internal Revenue Code, Section 501(c)(6), and any amendments thereto, namely:

- A. To promote the study of photodynamic therapy and to seek to advance the specialty.
- B. To strive for the elevation of the character and protection of the proper rights and interests of those engaged in the practice of photodynamic therapy.
- C. To serve as a medium of communication between the members of the organization.
- D. To elevate the standards of training and education in photodynamic therapy.
- E. To have all of the powers conferred upon corporations organized under the Florida Not For Profit Corporation Act.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, the Corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall any part of the net earnings of the Corporation inure to the benefit of any member, officer, director or individual, nor shall it engage in any transaction which would cause it to be denied the status of an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code of the United States, as the same may be hereafter amended.

FOURTH: In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to such charitable, educational, or scientific organizations as shall from time to time qualify as exempt organizations pursuant to Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, as the same may be hereafter amended.

FIFTH: The address of the initial registered office of the Corporation in the State of Florida is 1000 Riverside Avenue, Suite 115, Jacksonville, County of Duval, Florida 32204; and the name of the initial registered agent of the Corporation at such address is Christopher L. Nuland.

SIXTH: The standards for eligibility of members and the rights of any such members shall be contained in the Bylaws of the Corporation.

SEVENTH: The manner in which the directors of the Corporation shall be elected shall be contained in the Bylaws of the Corporation.

The names and addresses of the initial members of the Board of Directors are:

Mark S. Nestor, M.D., Ph.D.	2563 Capital Medical Blvd. Tallahassee, FL 32308
Darrell S. Rigel, M.D.	2563 Capital Medical Blvd. Tallahassee, FL 32308
Micnael H. Gold, M.D.	2563 Capital Medical Blvd. Tallahassee, FL 32308

EIGHTH: The name and address of the incorporator are as follows:

Christopher L. Nuland
1000 Riverside Avenue, Suite 115
Jacksonville, FL 32204

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on August 3, 2004.



Christopher L. Nuland, Incorporator

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

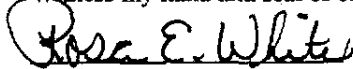
STATE OF FLORIDA)

) SS.:

COUNTY OF DUVAL)

On this 3rd day of August, 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Christopher L. Nuland, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of the American Society for Photodynamic Therapy, Inc., and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and seal of office on the day and year aforesaid.


Notary Public

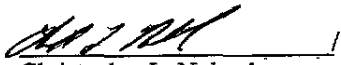
(SEAL)



Rosa E. White
Commission # DD 025276
Expires June 26, 2005
Bonded Through
Atlantic Bonding Co., Inc.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the undersigned hereby accepts its appointment as the registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Christopher L. Nuland