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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 8, 2004

ROBERT DONOFRIO
890 LEXINGTON ROAD
PENSACOLA, FL 32514-9511

SUBJECT: AMERICAN SOCIETY OF ADDICTION MEDICINE REGION TEN,
INCORPORATED
Ref. Number: W04000044881

We have received your document for AMERICAN SOCIETY OF ADDICTION MEDICINE REGION TEN, INCORPORATED. However, the document has not been filed and is being returned for the following:

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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
Document Specialist
New Filings Section

Letter Number: 304A00068682

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ASAM Region Ten, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert Donofrio
Name (Printed or typed)

890 Lexington Road
Address

Pensacola, FL 32514 - 9511
City, State & Zip

(850) 484-3560
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I – NAME

The name of the corporation shall be: “**ASAM Region Ten, Inc**”

A. INTRODUCTION– LEGAL OVERVIEW

The name of this organization is “**ASAM Region Ten, Incorporated**”.

“ASAM Region Ten, Inc.” is a chapter member of the greater national organization “The American Society of Addiction Medicine, Inc. hereinafter referred to as the “Society”.

The Society is an association of physicians and chapter members **dedicated to improving the treatment of alcoholism and other addictions**, educating physicians and medical students, promoting research and prevention, and enlightening and informing the medical community and the public about these issues. The society serves its members by providing opportunities for education and sharing of experiences, and by promoting the development of a body of professional knowledge and literature to enhance the quality and increase the availability of appropriate health care for people affected by the addictions. ASAM Region Ten’s primary purpose is to support and augment the mission of the Society within the geographical area assigned by the society.

B. INCORPORATION

The corporate form offers the best protection to the organization, its officers, directors and members, and to be eligible to receive funding to assist us in our mission. This document also becomes the basic governing document of the corporation and is subordinate only to State or federal law. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

1. Registered Agent

All corporations must have a registered agent. This person is the official “contact” of the corporation for communications from the State and other third parties. The registered agent will serve at the pleasure of the Board of Directors for a period of time determined by the Board. Should the registered agent fail to perform his/her duties as determined by the Board, a replacement may be appointed by the Board by a simple majority vote.

The Registered Agent for **ASAM Region Ten, Inc.**, initially will be:

Robert Donofrio
890 Lexington Road
Pensacola, Florida, 32514

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Employer Identification Number

Every corporation must have an employer identification number (EIN), even if it has no employees. This is particularly important with respect to opening and maintaining a bank account. One of the first functions of the Board of Directors after incorporation will be application for an EIN and the filing of all appropriate forms therein..

3. Tax-Exempt Status

At this time **ASAM Region Ten, Inc.** is not filling as exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. It does reserve the right to file for such status in the future. **ASAM Region Ten, Inc.** is a not for profit organization in that there are no stockholders and all funds collected are to be used for the purpose of maintaining the corporation and fulfilling its stated mission. The society is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code. In addition, the society has a group ruling that covers all of its chapters. Therefore, there is no need for a chapter to separately apply with the Internal Revenue Service for exemption. Once a chapter is approved by the society, it is covered by the group exemption.

4. Tax Returns

The annual federal return for tax exempt organizations is the **Form 990**. While the Form 990 need not be filed unless the average gross revenue for an organization is \$25,000 annually, if this threshold is met, then the Form 990 must be filed. Of course, since no taxes are due, this is an "information" return as opposed to an income tax return. There may also be additional state tax filing requirements.

5. Other Filing Requirements

In addition to tax filings, corporations are required to file an annual report with the appropriate State agency via the Florida Secretary of State. This is a simple form that requests basic information, such as the names and addresses of the corporation officers and directors. There is also a modest annual fee (usually no more than \$100) which accompanies the annual report when filed. While completing and filing the annual report is not burdensome, it is important. Failure to do so can result in the corporate status of the chapter (and the protection and benefits such status affords) being revoked. It is the responsibility of the registered agent to monitor and comply with this requirement.

6. Record Keeping

There are five general categories of records that shall be maintained by the corporation.

A. Corporate records. These include articles of incorporation; bylaws, including all amendments; minutes of all board of directors, executive committee, and membership meetings; and all annual reports filed with the State. These records should be kept on a permanent basis.

B. Tax records. These include all tax or information returns, as well as any correspondence with the IRS or State or local taxing authorities. As with corporate records, tax information should be maintained on a permanent basis.

C. Financial records. Budgets, balance sheets, financial statements, bank statements, and canceled checks should be maintained for at least seven (7) years.

D. Insurance records. Policies should be kept on a permanent basis. Documents related to claims should be maintained for six (6) years following resolution of a claim.

E. Contracts. Written contracts, such with a meeting facility, should be retained for at least three (3) years following termination or completion of the contract.

It is the responsibility of the Corporation Secretary to insure that these records are kept.

C. STOCK

This corporation shall issue no stock. No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

D. TERM

This corporation shall exist perpetually.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be at the discretion of the remaining or last board member be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code. The American Society of Addiction Medicine 4601 North Park Avenue, Chevy Chase, Maryland 20815 shall be the specific organization of choice as the recipient of the corporation's funds upon dissolution of this corporation.

E. DIRECTORS

This corporation shall initially have a board of three directors. The number of directors shall from time to time change, however the number of directors shall never be less than three nor more than nine.

Officers of the Board shall be as follows

Regional Director
President (Director)
Vice President (Director)
Secretary/Treasurer (Director)
State President Representatives (Director)

Other Officers or Chairpersons of Committees or projects may be established by the Board at the board's discretion. The names and addresses of the directors who shall serve until the board appoints new directors are:

Lloyd Gordon
ASAM Region Ten, Inc
Regional Director
3949 Highway 43 North
Brandon, Mississippi 39407-7240

C. Chapman Sledge
Director: President
2255 Broadway Drive
Hattiesburg, Mississippi 39404-7528

Robert Donofrio
Director: Secretary Treasurer
890 Lexington Road
Pensacola, Florida 32514-9511

The President is appointed by the currently sitting Directors. A single director may hold more than one office within the organization, however, no director shall have more than one vote on the board. There shall always be at least 3 members of the board. Expansion of the Board of Directors shall be in denominations of odd numbers to avoid a failure to meet a majority on any decision of the board. Appointment to the Board of Directors shall be made by a vote of the majority of the present sitting board regardless of numbers. Board members may hold their office for an indefinite period of time. Individual members of the board serve at the pleasure of the Board as a whole. Members may be removed from the board without cause by a simple majority vote of the Board.

F. MEMBERSHIP

There shall be no membership in this organization except for the Board of Officers. Membership to Board shall be open to invitation by the Board of Directors of selected specific individuals within the state or nation whose expertise may be used to further the purposes of the corporation. Membership to the Board shall be by invitation from a sitting member of the Board and approved by a majority of the Board. Members may be removed from the organization without cause by a simple majority vote of the Board. From time to time, the Board may elect to have advisors or project chairpersons assist the Board. Advisors and project chairpersons serve at the pleasure of the board and do not have voting privileges.

ARTICLE II – PRINCIPAL OFFICE

The principal office of the corporation shall be established and maintained whensoever the organization determines it necessary to have a physical location to conduct its work. Until that time, the organization will use the mailing address of the Registered Agent and conduct its administrative duties via telephone, internet, U.S. mail and individual personal communications and hold meetings in public or private settings conducive to such meetings.

Robert Donofrio, Registered Agent
890 Lexington Road
Pensacola, Florida, 32514

ARTICLE III – PURPOSE

The purpose for which this corporation has been organized is as follows:
To operate not for any pecuniary profit but as a nonprofit organization within the meaning of Internal Revenue Code 501(c) with the sole purpose of promoting the efforts of the stated purpose of the organization. The purpose of ASAM Region Ten, Inc. shall be to augment the work of the American Society of Addiction Medicine (ASAM) and coordinate the activities within its assigned geographical area designated by the American Society of Addiction Medicine.

Article IV – MEMBERSHIP

There will be no members in this corporation other than the Board of Directors..

Article V – DIRECTORS

This corporation shall initially have a board of three directors. The number of directors shall from time to time change, however the number of directors shall never be less than three nor more than nine. Officers of the Board shall be as follows:

- Regional Director
- President (Director)
- Vice President (Director)
- Secretary/Treasurer (Director)
- State President Representative (Director)

The Regional Director is nominated by the society and upon acceptance of the Board of Directors of ASAM Region Ten shall assume office of Regional Director. The other directors shall be nominated by the currently sitting Regional Director and upon acceptance of the Board of Directors of ASAM Region Ten shall assume their respective office. Other Officers or Chairpersons of Committees or Project Directors may be established by the Board at the board's discretion

Article VI – MANAGEMENT of the CORPORATION

The corporation shall be managed by the Board of Directors which shall consist of not less than three (3) directors. Each director shall be at least eighteen (18) years of age. At the board's discretion, an organization or individual may be contracted to manage the affairs of the corporation under the supervision of the board. Selection of a management organization or individual is by a nomination from a sitting board member and by vote of a simple majority of the board. The board will have the authority to compensate the management organization or individual for services rendered in its behalf. Within the organization, the Board of Directors may appoint advisors and committee chairpersons who do not hold office on the Board and are not eligible to vote on board matters. Appointments of advisors and committee chairpersons are made by simple majority of the Board of Directors and serve at the pleasure of the board.

Article VII – ELECTION and TERM of DIRECTORS

At least once every four years there will be a item of business as part of the annual meeting of the Board of Directors, to appoint directors to hold office for a term of four years. A single director may hold more than one office within the organization, however, no director shall have more than one vote on the board. There shall always be at least 3 members of the board. The number of directors shall from time to time change, however the number of directors shall never be less than three nor more than nine directors. Expansion of the Board of Directors shall be in such a manner that the number of the board shall always be an odd number to avoid a failure to meet a majority on any decision of the board. The number of directors may be increased or decreased by a vote of a majority of all of the directors. Appointment to the Board of Directors shall be made by a vote of the majority of the present sitting board regardless of numbers. No decrease in number of directors shall shorten the term of any incumbent director. Board members may hold their office for an indefinite period of time.

Newly created directorships resulting from an increase in the number of directors and/or vacancies occurring in the Board of Directors for any reason including the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the Articles of Incorporation. Vacancies occurring by reason of the removal of directors with or without cause shall be filled by a vote of the Board of Directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

Any or all of the directors may be removed with or without cause by action of the Board of Directors. A director may resign at any time by giving written notice to the Board of Directors, the president or secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective. If for any reason the Board of Directors number shall not be an odd number, then the sitting Board of Directors member with the most seniority shall have a weighted vote for the sole purpose of electing a new member of the Board thereby making the board number to be odd and capable of holding a simple majority.

Article VIII. – QUORUM of DIRECTORS

Unless otherwise provided in the Articles of Incorporation, a majority of the Board present at a duly announced meeting shall constitute a quorum for the transaction of business or of any specified item of business.

Article IX. – ACTION of the BOARD of DIRECTORS

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors. Each director present shall have one (1) vote with the exception of the provision as stated in Article VII, paragraph 3, addressing “non odd number” sitting on the board.

Article X. – PLACE and TIME of BOARD of DIRECTORS' MEETINGS

The Board of Directors may hold its meetings at the office of the corporation or at other such places, either within or without the state, as it may from time to time determine. The meeting may be held as an electronic meeting via the internet or video conference or telephone conference.

Article XI. – REGULAR ANNUAL MEETING

A regular annual meeting of the Board of Directors shall be held on July 10 each year except that, if such day be a legal holiday or by a majority of the Board deemed inconvenient, then in that event the Directors shall fix a day not more than three (3) weeks from the date fixed by these By-laws.

Article XII – NOTICE of MEETINGS of the BOARD of DIRECTORS

Regular meetings of the Board of Directors may be held without public notice as called for by the President of the Board, at such time and place as it shall from time to time determine. Notice to the directors may be called by the president upon three (3) days notice to each director either personally, by mail, or telephone or electronic mail. Notice of a meeting need not be given to any director who submits a written waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the director's lack of notice. The Board must have at least 3 active members present to convene a meeting. If there are less than 3 active sitting members of the board, then the rules and bylaws will be followed regarding removing and adding board members.

Article XIII – AMENDMENTS

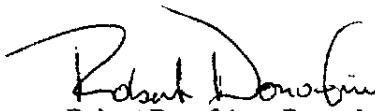
Any member of the Board of Directors may propose one or more amendments to the Bylaws. Proposed additions, deletions and changes shall then be placed in writing for the Board's approval. An amendment will be approved upon the affirmative vote of a majority of the Board.

Article XIV – INCORPORATOR

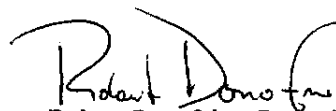
The name and address of the Incorporator is:

Robert Donofrio
890 Lexington Road
Pensacola, Florida, 32514

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Robert Donofrio December 11, 2004
Signature/Registered Agent/ Date



Robert Donofrio December 11, 2004
Signature/Incorporator/ Date

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