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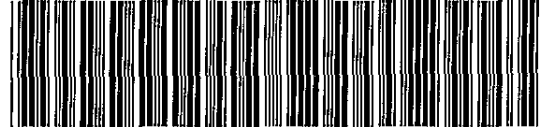
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B. McKnight JAN 25 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tennessee Chapter of the
American Association of Clinical
Endocrinologists, Inc.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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Requested by: _____

Date

Time

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**ARTICLES OF INCORPORATION
OF
TENNESSEE CHAPTER OF THE AMERICAN ASSOCIATION OF CLINICAL
ENDOCRINOLOGISTS, INC.**

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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 Tennessee Chapter of the American Association of Clinical Endocrinologists, Inc.

The principal place of business of this corporation shall be 1000 Riverside Avenue, Jacksonville, County of Duval, Florida 32204.

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 purposes 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 optimal care and the highest standard of medical practice for patients with endocrine, diabetes and related metabolic disorders.
- B. To serve as a representative for the physician members of the Corporation treating patients with endocrine, diabetes and related metabolic disorders.
- C. To serve as a resource for the development of policy concerning endocrine disease.
- D. 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, 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 shall be contained in the Bylaws of the Corporation.

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


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

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.

Christopher L. Nuland
Christopher L. Nuland, Incorporator

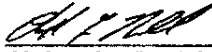
On this 23rd day of January, 2006, before me, a Notary Public in and for the State and County aforesaid, personally appeared Christopher L. Nuland, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of the Tennessee Chapter of the American Association of Clinical Endocrinologists, Inc., and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Rosa E. White
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
 **Rosa E. White**
 Commission # DD428230
 Expires: JUNE 26, 2009
 Bonded Thru 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

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