

NO600000 1677

A-DAPT DEVICES, INC.
P.O. BOX 140073
GAINESVILLE, FL. 32614-0073

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

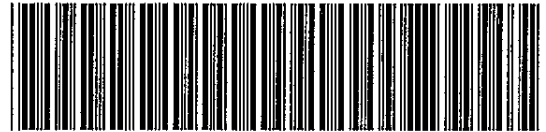
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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be **A-Dapt Devices, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be Post Office Box 140073, Gainesville, Florida 32614-0073

ARTICLE III PURPOSE

With the help of God, our mission is to improve the quality of life of individuals with physical disabilities by developing adaptive medical devices that will help these individuals live as comfortably and function as effectively as possible through:

- Professional and relevant technical development and human relation enhancement (People skill building), recommendations
- Professional and relevant Engineering (Embedded , mechanical, electrical, etc), Drafting, Computer Programming
- Legal Protection of the Device
- Manufacture of the prototype
- Professional and relevant Nursing, Physical Therapy and Social Service

- Professional and relevant Diagnostic Testing and Scientific Research

- Relevant Federal performance tests

- Professionally informative website for caretakers:

The individual must be able to benefit from the caretakers knowledge of the device to properly and effectively care for the individual's disabled condition.

The main objective of which the company is seeking from each Consultant/Specialist Service (in this order) is:

Engineering:

The individual must be assisted through the correct operation of the device which is caused by the calculations that make up the functions of the device and the electrical/mechanical features that make up the parts of the device.

Drafting:

Individuals of various heights, weight and extremity sizes must be considered for the accurate height, width, area, adjustment measurements and design of the device

Computer Programming:

The individual or caretaker must be able to operate the device easily

Manufacturer:

Individuals weighing up to 300lbs and of various heights must be able to use the device comfortably and effectively

Nursing:

The individual's needs (ex: feeding, comfort, medicine administering, cleaning, etc), must not be inhibited by the mechanics of the device

Physical Therapy:

The individual's physical performance must be enhanced from the operation of the device.

Social Service:

The individual's surroundings/caretakers, must be considered when choosing the size and operator use of the device; also, to reduce/diminish the individual's financial responsibility in re: to the purchase of the device, the individual's Medicare qualifications must be met, as well as other types of insurance coverage.

DIAGNOSTIC TESTING:

The individual's disability must be able to benefit from the use of the device.

Scientific Research:

To find out if subjects of various ages, weight sizes and heights can physically interact with the device without any discomfort.

Federal Performance Tests:

In order for the individual to use the device with little or no financial responsibility, the device must pass Medicare certification performance tests.

ARTICLE IV MANNER OF ELECTION/APPOINTMENT OF DIRECTORS

All Directors serve a term of one calendar year. The initial directors are appointed by the president through acceptance letters sent to each director; these letters are to be returned approximately 72 hours after receipt.

If an officer wants to serve another term, he/she must be reappointed by the President. In regards to vacancies, the company will use majority voting when electing officers. This voting system is used to determine the method of counting votes. Under this voting system, each board of directors is voted upon separately. All of the directors would be elected by a vote of more than 50 percent.

The Advisory Committee members are only appointed by the President and each member also serves a term of one calendar year. If the members want to serve another term, he/she must be reappointed by the President.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

(pursuant to FI Statutes 617.0803; 617.0807; 617-0808, 617.0809)

Quorum: There are four directors in this company: President, Vice President, Secretary and Treasurer. The Advisory Committee consists of two members.

President: Jacquelyn Collins 2444 NW 59th Ave. Gainesville, Fl. 32653

Vice President: Odessa Lovett 10523 SW 8th Place Gainesville, Fl 32608-5981

Secretary: Nicole Cunningham 1511 SE 23rd Place Gainesville, Fl 32641

Treasurer: Dana Wilson 4006 Hana Road Edison, New Jersey 08817

Advisory Committee:

Mr. George Dix Jr. 11503 NW 136th St. Alachua, Fl. 32615
(technical development)

Mrs. Michele Dix 11503 NW 136th St. Alachua, Fl. 32615
(human relation enhancement; people skill building)

ARTICLE V cont'd **RESIGNATION**

A director of the board or committee member can resign at anytime by submitting a written notice to the President. The resignation is effective when the notice is submitted. If the resignation is effective at a later date, the board of directors may fill the pending vacancy before the effective date as long as the board of directors assumes, in writing, that the successor does not take office until the effective date.

Any member of the board of directors may be removed from office with or without cause by the vote or agreement, done in writing by a majority of the votes of the board of directors.

REMOVAL OF DIRECTORS

A notice of a meeting to remove a director will be sent to all directors three weeks in advance and the notice shall name the director to be removed.

To remove a director, a separate vote of each remaining board member is necessary or a separate written agreement from each remaining board member can be submitted to the Presiding Officer.

If the removal occurs at a board meeting, the vacancy shall be temporarily filled by a remaining board member until a new director is elected.

If a director is removed, he/she cannot be re-elected until the board of directors' annual meeting the following year.

A director removed must relinquish all corporate records within 72 hours of the removal date.

If the director who is removed does not relinquish his /her office or turn over all corporate records, the Circuit Court of Alachua County can order the director to do so.

VACANCIES

Suggestions for board of director candidates are only made among board members and selection of the candidates will be voted on via the majority voting process after proper screening of all candidates.

A new director will be elected two weeks before the preceding director leaves office; however, the new director does not take office until the preceding officer has ended his position. Afterwards, the new director will complete the term of the preceding officer and must be re-elected for each future term.

In the case of a sudden vacancy, an existing director, by vote, will assume the duties of the vacant position until an officer is elected.

PRESIDENT

Duties include but are not limited to:

Performing in the best interest of the company; overseeing the company's operation; being the Incorporate and Registered Agent; creating and maintaining company operating policy bylaws and employee policy; Amending articles of incorporation and bylaws if necessary; cancelling and rescheduling meetings; calling special meetings; appointing/dismissing directors/members of the company; presiding over the election/voting process; purchasing supplies for the company; creating company introduction information; setting deadlines for the completion of all documents; presiding over all board meetings; making sure all board meetings are run in an orderly and productive manner; forming agendas for meetings; managing and maintaining records,

including completing federal and state employee records; Supervisor of employees; performing payroll functions; hiring/dismissing employees; seeking consultants/specialist contacts; creating consultation/specialist packages; following-up with consultants/specialists; overseeing research procedures and coordinating website information; writing proposals; seeking subjects for research; arranging for research locations; coordinating research schedules; assisting Vice-President in coordinating research postings; gathering information on consultation fees and research rental fees; collaborating with attorney in reviewing and preparing legal documents; writing rules of conduct for research study; overseeing research procedures; opening and overseeing bank accounts; writing and maintaining budget; check signer of funds.

VICE-PRESIDENT

Duties include but are not limited to: assisting the president with forming the company introduction information; purchasing supplies for the company; assisting in forming the meeting agenda; assisting in seeking consultant/specialist contacts; participating in the election/voting process; check signer of funds; assisting in selecting subjects for research and creating and coordinating posting for research subjects.

SECRETARY

Duties include but are not limited to: preparing and sending notices re: meetings, recording minutes, maintaining minutes book, maintaining schedule of tasks to be done and appointments to keep; reminding President of scheduled items; helping to maintain research schedules; maintaining supply stock; assisting in typing up proposals and all other relevant documents; helping to maintain records; participating in election/voting process and any required miscellaneous duties.

TREASURER/FISCAL AGENT

Duties include but are not limited to: receiving funds from foundations and depositing funds into bank account; helping to maintain the budget, disbursing funds; maintaining financial records; helping oversee bank account; submitting copies of financial reports to President and participating in the election/voting process.

ADVISORY COMMITTEE

Duty: To only give advice if and when needed. Advice given on: technical development and human relation enhancement (people skill building)

All of the Directors/Members will be compensated for their duties performed.
All salary recommendations will be at the discretion of the President and will be confirmed by the Treasurer.

Any Director or Member hired as an independent contractor will not be allowed to vote on any issues, including salary, that pertains to the contract assignment.

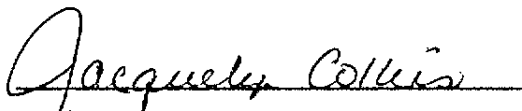
ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

Jacquelyn Collins
2444 NW 59th Ave.
Gainesville, Fl. 32653

ARTICLE VII INCORPORATOR

Jacquelyn Collins
2444 NW 59th Ave.
Gainesville, Fl 32653

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.


Signature/Registered Agent

2/9/06
Date


Signature/Incorporator

2/9/06
Date

CLERK OF STATE
TALLAHASSEE, FLORIDA

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