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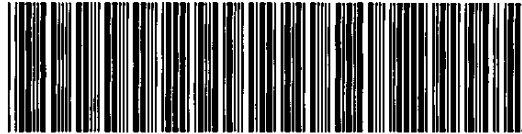
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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60-37802-29  
rec

**Alternative Pain Management, Inc.  
8196 Tranquil Drive  
Spring Hill, Florida 34606  
352-684-7605**

September 15, 2006

Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

In response to your letter dated August 28, 2006, Letter Number 806A00052530, I have enclosed the required documentation for Alternative Pain Management, Inc.

We are registering with the State of Florida as Alternative Pain Management, Inc., a 501c3 nonprofit organization. Attached are the Articles of Incorporation and By-Laws for the above organization. Please file and register the enclosed. A filing fee of \$70.00 has already been sent. Our EIN is 36-4592494.

Sincerely,

  
Eileen A. Tennyson  
Executive Director/Registering Agent



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 28, 2006

EILEEN A. TENNYSON  
8196 TRANQUIL DR.  
SPRING HILL, FL 34606

SUBJECT: ALTERNATIVE PAIN MANAGEMENT  
Ref. Number: W06000037802

We have received your document for ALTERNATIVE PAIN MANAGEMENT and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 806A00052530

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**ALTERNATIVE PAIN MANAGEMENT, INC.**  
**A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I**

Name

The name of the corporation shall be Alternative Pain Management, Inc.

**ARTICLE II**

Enabling Law

This corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

**ARTICLE III**

Location

The place where the principal offices of the corporation shall be locations within the State of Florida as the Officers and/or the Board of Directors of the corporation may, from time to time, designate and establish.

**ARTICLE IV**

Term of Existence

The term of existence of this corporation shall be perpetual.

**ARTICLE V**

a. Purpose

The purposes of the Alternative Pain Management, Inc. shall be:

- To establish a healing environment to relieve stress and pain
- To develop a clinic and wellness center
- To provide a series of information exchanges, education classes, and programs so that individuals have optimal opportunity to become mentally, physically, and spiritually attuned with their body

#### **b. Dissolution Clause**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE V**

##### **Board of Directors**

Section 1. The business affairs and direction of the corporation shall be managed and decided on with the consent and approval of the Board of Directors of this Corporation.

Section 2. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of at least five and no more than nine directors initially. After the initial incorporation process, the number of Directors and the manner of the election of Directors shall be determined by the By-Laws.

Section 3. The Board of Directors of this corporation shall consist of not less than five and no more than nine voting members. Each member elected to the Board of Directors shall serve a term of three years.

Section 4. Board members shall be eligible for reelection for as many terms as members choose to elect them, provided that there is a lapse of at least one year after serving their regular term.

Section 5. The Board of Directors shall have the power to fill all vacancies on the Board for the duration of the un-expired term.

#### **ARTICLE VI**

##### **Membership**

The authorized number, qualifications and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members, and the termination and transfer of membership shall be set forth in the By-Laws of this corporation.

## ARTICLE VII

### Management of Corporate Affairs

#### Board of Director

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of five directors initially. After the initial incorporation process, the number of Directors and the manner of election of Directors shall be determined by the By-Laws.

#### Elected Officers

The Officers of the corporation shall be President, Vice-President, Secretary and Treasurer. Other offices and Officers may be established or appointed by the Board of Directors of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing Officers shall be set forth in the By-Laws.

The Officers who are to serve under the Articles of Incorporation are:

|                 |                      |
|-----------------|----------------------|
| President:      | Vincent C. Pelletier |
| Vice-President: | Chase Mc Ewen        |
| Secretary:      | Barbara Sweinberg    |
| Treasurer:      | Richard Higley       |
| Director:       | Joanne Rhinehart     |

## ARTICLE VIII

Location of Registered Office  
Identification of Registered Agent

*-Principal office*

The street address of this corporation's initial registered office in the State of Florida is: 8196 Tranquil Drive, Spring Hill, Florida 34606

The name of this corporation's initial registered agent at the above address is: Eileen A. Tennyson, and he/she signifies her acceptance of this position as shown in the certificate and designation filed herewith.

## **ARTICLE IX**

### **Stocks and Assets**

Section 1. At no time shall this corporation have or issue shares in stock and at no time shall dividends be paid or any part of the income of the corporation be distributed to its directors or officers. All funds must be returned to the charitable and educational uses and purposes of the corporation.

Section 2. That upon dissolution of the assets of the corporation remaining after payment of expenses and administration, all assets shall be donated to an agency or other non-profit organization whose sole purpose is to educate, strengthen and support families.

## **ARTICLE X**

### **By-Laws**

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part, by Directors in the manner provided therein. Any amendments to the By-Laws shall be binding on all members of the corporation.

## **ARTICLE XI**

### **Amendment of Articles**

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a majority of members of the corporation.

## **ARTICLE XII**

### **Directors**

The number of Directors constituting the initial Board of Directors is five, and the names and street addresses of the persons who are to serve as directors until the first annual meeting of the Board of Directors or until their successors shall have been elected and qualified are as follows:

Name, address, phone of each officer

**CERTIFICATE OF DESIGNATION REGISTERED**  
**AGENT/REGISTERED OFFICE**

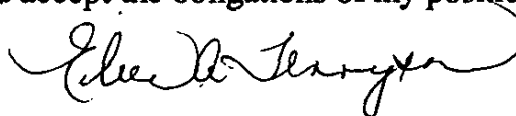
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is Alternative Pain Management, Inc.

The name and address of the registered agent and office is:

Eileen A. Tennyson  
8196 Tranquil Dr.  
Spring Hill, Florida 34606

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 9/01/06 *INCORPORATOR*

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 1<sup>st</sup> DAY OF September, 2006.

FILED  
2006 SEP 25 P 5:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA