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FLORIDA PROFIT/NON PROFIT CORPORATION

INSTITUTE FOR THE ADVANCEMENT OF MEDICAL THERMOLOGY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR THE

INSTITUTE FOR THE ADVANCEMENT OF MEDICAL THERMOLOGY, INC.

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a Florida not for profit corporation on a non-stock basis under the provision of the Florida not for profit corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this Corporation is the INSTITUTE FOR THE ADVANCEMENT OF MEDICAL THERMOLOGY, INC. Its principal office and mailing address is 2 Plymouth Place, Maplewood, New Jersey 07040.

ARTICLE III: PURPOSES

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Tax Code,
- or

H07000074421 3

(b) by a corporation whose contributors are entitled to deduct their contribution under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States Tax Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

More specifically, the purpose and objective of this Corporation is to provide medical education, training and lectures concerning Medical Terminology to the general public and to medical professionals; provided, however, that in the event it is subsequently determined that this Corporation will not qualify as a public charity, this Corporation will attempt to qualify as a private foundation as that term is defined by the Internal Revenue Code.

ARTICLE IV: POWERS

The Corporation shall have the power to:

- (a) hold assets in its name;
- (b) sue and be sued and appear and defend in all actions and proceedings to the same extent as a natural person;
- (c) adopt and use a corporate seal and alter the same; provided, however, that such seal shall always contain the words "Not For Profit Corporation";

H07000074421 3

- (d) elect or appoint such directors, officers and agents as its affairs shall require;
- (e) adopt, change or amend its by-laws in any manner not inconsistent with law, these Articles of Incorporation or its status as a charitable entity for federal income tax purposes;
- (f) increase or decrease, by a vote of its Members, in the manner described in the by-laws, the number of its directors so long as the number of serving directors shall not be less than three (3) but may be any number in excess thereof;
- (g) enter into contracts and incur liabilities, borrow money at such rates of interest as the officers or the directors of the Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its assets, franchises, or income;
- (h) conduct its affairs, carry on its operations, have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country;
- (i) purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, manage, improve, use, transfer, sell, convey, mortgage, pledge, exchange, dispose or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- (j) acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;
- (k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or limited liability companies, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;
- (l) lend money for corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (m) make donations, contributions or expenditures for the public welfare, religious, charitable, scientific, education, or other similar purposes;
- (n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and
- (o) Merge and consolidate with other entities both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a not for profit corporation.

H07000074421 3

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

The Corporation shall not:

- (a) engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a); or
- (d) make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a).

Further, during the period this Corporation is a "private foundation" as defined in I.R.C. §509.

- (a), the Corporation shall distribute each taxable year amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a), for the purposes specified in these Articles of Incorporation and the Corporation's by-laws.

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION**OF ASSETS ON DISSOLUTION**

Officers and members of the Board of Directors may receive reasonable compensation for their services, including actual expenses to or on behalf of this Corporation, if authorized by the

H07000074421 3

unanimous vote of the Board of Directors. The amount of compensation paid to any officer or member of the Board of Directors shall be determined by the Board of Directors, shall be reasonable in amount given the services provided to the Corporation, and shall be based on the compensation paid to members of the Boards of Directors of similarly situated and sized charitable organizations. The determination to pay compensation to any one or more of the members of the Corporation's Board of Directors shall be subject to the requirements of the Corporation's conflict of interest policy as then in effect.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further United States tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine in accordance with the foregoing guidelines.

ARTICLE VIII: PRINCIPAL PLACE OF BUSINESS AND RESIDENT AGENT

The location of the Corporation is in Lakeland, Florida. Its principal office and mailing address shall be located at 2 Plymouth Place, Maplewood, New Jersey 07040. The name and address of its initial Resident Agent in Florida is H. Adam Airth, Jr., located at 500 South Florida Avenue, Ste. 800, Lakeland, Florida 33801.

ARTICLE IX: STOCKS AND ASSETS

This Corporation is organized on a non-stock basis. The Corporation owns no assets as of this date.

ARTICLE X: INCORPORATOR

H07000074421 3

The name and street address of the incorporator to these Articles of Incorporation is:

NameAddress

H. Adam Airth, Jr.

500 S. Florida Ave., Ste. 800
Lakeland, FL 33801

The incorporator of these Articles of Incorporation hereby assigns to this Corporation and its initial Board of Directors any and all of his rights to constitute a corporation.

ARTICLE XI: OFFICERS

(a) The officers of this Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the by-laws adopted by the Corporation and as amended from time to time.

(b) The officers shall be elected as provided for in the by-laws adopted by the Corporation and as amended from time to time.

(c) The names and addresses of those individuals who shall serve as the initial officers of the Corporation until the first meeting of the Corporation are as follows:

Jeanne Stryker, MD
530 Lomas Santa Fe Dr., Ste. B-1
Solana Beach, CA 92075

President

Jay H. Mead, MD
619 Madison St. #100
Oregon City, OR 97045

Vice President

Sakhshat W. Flowers, MD
2 Plymouth Place
Maplewood, NJ 07040

Treasurer

Kenneth R. Hoffman, LAC
499 Federal Road
Brookfield, CT 06804

Secretary

H07000074421 3

ARTICLE XII: BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the officers subject to the review and approval of the Board of Directors. This Corporation shall initially have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than three (3).

(a) The Board of Directors may include Members of the Corporation, as those terms are defined in the by-laws.

(b) Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

(c) The names and addresses of those individuals who shall serve as the initial members of the Board of Directors until the first meeting of the Corporation are as follows:

Jeanne Stryker, MD	530 Lomas Sante Fe Drive, Ste. B-1 Solana Beach, CA 92075
Sakhshat W. Flowers, MD	2 Plymouth Place Maplewood, NJ 07040
Jay H. Mead, MD	619 Madison St. #100 Oregon City, OR 97045
Kenneth R. Hoffman, LAC	499 Federal Road Brookfield, CT 06804
Marilyn MacClellan, LAC	4700 West Hundred Rd. Chester, VA 23831

ARTICLE XIII: BY-LAWS

(a) The Corporation will be subject to the restrictions and requirements of these Articles

of Incorporation and such by-laws for the conduct of its business and carrying out of its purposes as adopted or amended from time to time. H07000074421.3

(b) The by-laws may be amended as set forth in such by-laws.

ARTICLE XIV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time an amendment is desired; provided, however, that the then serving Members, as is appropriate, must unanimously approve any such amendment.

ARTICLE XV: EXISTENCE

This Corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, H. Adam Airth, Jr., the undersigned subscribing incorporator have hereunto set my hand and seal this 21st day of March, 2007, for the purpose of forming this not for profit corporation under the laws of the State of Florida.



H. Adam Airth, Jr., Incorporator

H07000074421 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes §48.091, the following is submitted:

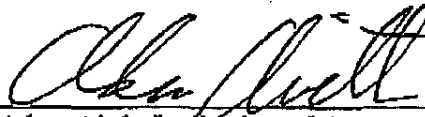
That the INSTITUTE FOR THE ADVANCEMENT OF MEDICAL THERMOLOGY, INC.,
desiring to organize under the laws of the State of Florida, as indicated in the Articles of
Incorporation, has named H. Adam Airth, Jr., located at 500 South Florida Avenue, Ste. 800,
Lakeland, Florida 33801, as its agent to accept service of process within this state.



H. Adam Airth, Jr., Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place
designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to
comply with all of the requirements of my office, including, without limitation, keeping said office
open for the period specified in the Florida Statutes.



H. Adam Airth, Jr., Registered Agent

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