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2007 AUG -6 PM 1:44

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. Burch AUG 7 2007

COVER LETTER

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

SUBJECT: American Association of Balance Medicine, 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:

Crystal Faucett
Name (Printed or typed)

P.O. Box 7040
Address

Jacksonville - FL 32238
City, State & Zip

904-786-0846
Daytime Telephone number

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

**Articles of Incorporation
of
American Association of Balance Medicine, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The **name of the corporation ("Corporation")** shall be:
American Association of Balance Medicine, Inc.

The **principal place of business of this corporation** shall be 1945 Lane Avenue South, Suite #5, Jacksonville, County of Duval, Florida 32210.

The duration of the corporation shall be perpetual.

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, 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 public health policies that enhance the health and related education of the citizenry.
- B. To promote the study of balance medicine and to seek to advance the specialty within the State of Florida and within the United States of America.
- C. To conduct cultural, educational, and social activities that will best carry out its purpose.
- D. To strive for the elevation of the character and protection of the proper rights and interests of those engaged in the practice of balance medicine.
- E. To serve as a medium of communication between the members of the organization.
- F. To elevate the standards of training and education in balance medicine.
- G. To provide a means through which the members may cooperate with other professional and civic groups concerned with the health of patients.
- H. 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.

The **manner in which the directors of the Corporation shall be elected** shall be contained in the Bylaws of the Corporation.

The **names and addresses of the Initial Board of Directors** are:

Jacob Green, M.D., President, 3728 Phillips Hwy., Suite 31, Jacksonville, FL 32207
Crystal B. Faucett, Secretary, 1945 Lane Ave. So., Suite 5, Jacksonville, FL 32210
Wanda L. Callahan, Managing Director, 1945 Lane Ave. So., Suite 5, Jacksonville, FL 32210

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.

The **name and address of the initial registered agent of the Corporation** in the State of Florida is:
Wanda L. Callahan, 1945 Lane Avenue So., Suite 5, Jacksonville, County of Duval, Florida 32210.

The standards for eligibility of members shall be contained in the Bylaws of the Corporation, which shall be drafted so as to ensure the competency and integrity of the Association's members.

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.

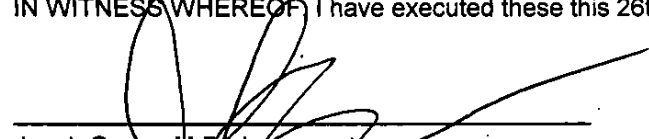
The **name and address of the Incorporator** is:
Jacob Green, M.D., President, 3728 Phillips Hwy., Suite 31, Jacksonville, FL 32207

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Not for Profit Corporation Act, the undersigned is familiar wit and hereby accepts 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.


Wanda L. Callahan, Registered Agent

IN WITNESS WHEREOF, I have executed these this 26th day of July, 2007.


Jacob Green, M.D., Incorporator