

NO 8000003811

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

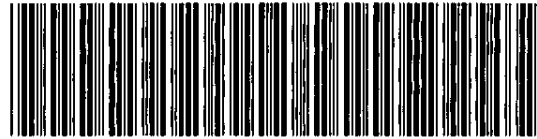
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400123853044

04/17/08--01050--002 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 17 PM 3:24

of 4/18/08

15 April 2008

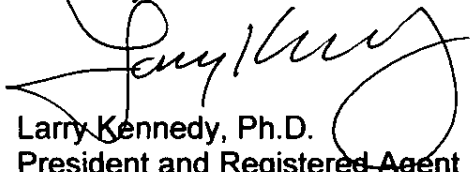
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Quality Management Institute.
P.O. Box 608458
Orlando, FL 32860-8458
Federal Employer ID# 26-2401579

Enclosed is an executed original and one (1) photocopy of the articles of incorporation of the Quality Management Institute, Inc. and a check in the amount of \$87.50 for the filing fee, a certified photocopy, and a certificate of status.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Larry Kennedy", is written over the printed name and title.

Larry Kennedy, Ph.D.
President and Registered Agent
Quality Management Institute, Inc.
P.O. Box 608458
Orlando, FL 32860
Tel. 407-290-1597
Email: larry@larrykennedy.com

ARTICLES OF INCORPORATION

of

Quality Management Institute, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 17 PM 3:24

A Florida Corporation Not for Profit

The undersigned, for the purposes of forming a corporation not for profit under the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Quality Management Institute, Inc.

ARTICLE II - DURATION AND PRINCIPAL PLACE OF BUSINESS

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles. The principal place of business and mailing address of the corporation shall, until otherwise notified, be: 3872 N. Lake Orlando Parkway, Orlando, FL 32808.

ARTICLE III - CORPORATE PURPOSES

The purpose of this corporation is to provide training in ethics, management and leadership to the health professions and to any other persons who will receive it in developing and disease endemic countries with grants and contributions from individuals, corporations, and government entities.

Related income will be generated both in the United States and throughout the world through tuition fees paid by researchers and practitioners, and others in developed and non-disease endemic countries who participate in our educational events and programs.

Our curriculum will provide essential fundamental knowledge to become an effective manager and leader. Our objective will be to assure that the Learner will be

able to function successfully in their community to develop innovative methods for research, intervention and treatment in the health professions.

We will teach, train, and use various methods of education, instruction, and mentoring in locations around the world as they become available to us.

We will establish teaching and mentoring venues, such as conferences, internet websites, or any other public or private place that is appropriate to our purposes.

We will develop, produce and distribute books, brochures, pamphlets, syllabuses, audio and video tapes and other educational and motivational materials to support our purposes.

We will also participate in other charitable and humanitarian activities as are permitted by a corporation which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - ELECTION OF MEMBERS AND INITIAL BOARD OF DIRECTORS

The qualifications for Members of the corporation and the manner of their admission shall be as regulated by the Bylaws of the Corporation. The initial members shall be the initial Board of Directors.

The management of the corporation shall be vested in its Board of Directors, and the election of Directors shall be by the Members as provided in the Bylaws of the corporation. There shall be three (3) initial Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) and no more than seven (7). Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments. The name and address of each initial Director of the corporation is as follows:

President	Larry Kennedy, Ph.D. P.O. Box 608458 Orlando, FL 32860-8458
-----------	---

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 17 PM 3:24

Secretary

Owen Allen, Ph.D.

520 Lindley Rd.

Greensboro, NC 27410

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 APR 17 PM 3:24

Treasurer

David Winstrom, Ph.D.

17464 Pine Bluff Ct.

Grand Haven, MI 49417

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3872 N. Lake Orlando Parkway, Orlando, FL 32808, and the initial registered agent is Larry Kennedy of the same address.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of the corporation is Larry Kennedy of 3872 N. Lake Orlando Parkway, Orlando, FL 32808.

ARTICLE VII - BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors.

ARTICLE VIII - LIMITATIONS

The corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated for the purposes specified in Article III above. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers or other private persons, but 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 in Article III hereof. The corporation shall not carry on any activity not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue law); or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX - DISSOLUTION

Upon the dissolution of the corporation, no member, director, or private person, corporate or individual, or other private interest shall be entitled to any distribution of its remaining funds and other property. The balance of such funds and property shall, after the payment of all debts and liabilities of the corporation be distributed to an organization operated exclusively for charitable purposes and which has qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any United States Internal Revenue Law), as shall be provided by the Board of Directors.

ARTICLE X - DISTRIBUTION OF INCOME

This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

The corporation shall not:

- (a) engage in any act of Self Dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);
- (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);
- (c) make any investments in such manner as to subject the corporation to tax

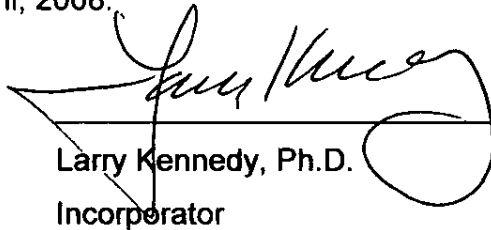
FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
APR 17 PM 3:24

under Section 4944 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law); or
(d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them. Amendments to the Articles of Incorporation may be proposed by any Director and may be adopted by the affirmative vote of a majority of the Board of Directors.

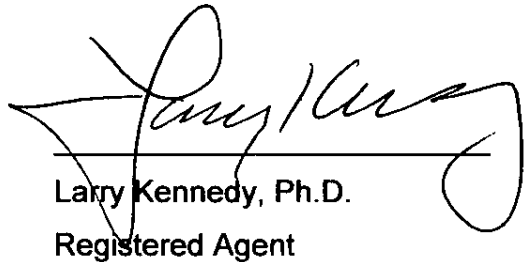
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 15th day of April, 2008.


Larry Kennedy, Ph.D.
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 17 PM 3:24

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Quality Management Institute, Inc., which is contained in the foregoing Articles of Incorporation, this 15th day of April, 2008.


Larry Kennedy, Ph.D.
Registered Agent

STATE OF FLORIDA

COUNTY OF Orange

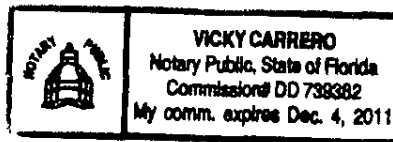
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Larry Kennedy, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State named above this 15th day of April, 2008.



Notary Public

(Affix Notarial Seal)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 APR 17 PM 3:24