

No 8000006281

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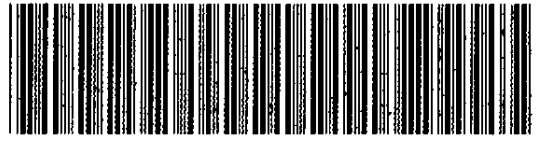
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June 26, 2008

Corporate Filings  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

**Re: Oxygen Research Foundation, Inc./Articles of Incorporation (Non-Profit)**

Dear Sir/Madam:

Enclosed herewith for filing please find the original and a copy of Articles of Incorporation for Oxygen Research Foundation, Inc., along with our check in the amount of \$70.00 representing the fee for filing same. Please have these Articles of Incorporation filed as appropriate and returned to this office. A self-addressed, stamped envelope is enclosed for this purpose.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

COLOMBO & COLOMBO



Alycia Pallach Wesley

APW:nta

Enclosures

**ARTICLES OF INCORPORATION**

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

**ARTICLE I NAME**

The name of the corporation shall be:

Oxygen Research Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principle street address and mailing address, if different is:

13613 62nd Court North, W. Palm Beach, FL 33412

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

See attached

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

As provided in the Bylaws

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Kenneth R. Locklear, 13613 62nd Court North, W. Palm Beach, FL 33412, President, Vice President, Secretary and Treasurer

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Kenneth R. Locklear, 13613 62nd Court North, W. Palm Beach, FL 33412

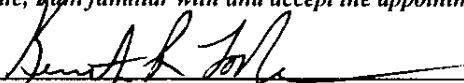
**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Kenneth R. Locklear, 13613 62nd Court North, W. Palm Beach, FL 33412

\*\*\*\*\*

*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

June 25, 2008

Date



Signature/Incorporator

June 25, 2008

Date

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**ATTACHMENT TO THE ARTICLES OF INCORPORATION FOR  
OXYGEN RESEARCH FOUNDATION, INC.**

**ARTICLE III  
PURPOSE**

The purposes for which the corporation is organized are:

(a) To operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

(b) To receive and administer funds; to acquire, invest, dispose of, and deal with real and personal property and interests therein; and to apply dues, gifts, grants, contributions, bequests and devises, and the income and proceeds thereof, in furtherance of the purposes of the corporation, with all the powers conferred upon it by the provisions of the Florida Not for Profit Corporation Act (the "Act") and by the Articles of Incorporation and the bylaws of the corporation.

(c) Specific purposes.

(1) Research and educate regarding the effect of oxygen treatment on cancer and various other medical conditions.

(2) This corporation shall have and exercise all rights and powers conferred upon nonprofit corporations under the laws of the State of Florida, provided that all activities shall be incidental to and in the furtherance of the purposes set forth in Article III(c)(1) above.

(d) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Sections 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170(c)(2).

(e) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable reimbursement for out-of-pocket corporation expenses paid and to make payments in furtherance of the purposes set forth in this Article II(c) above.

(f) No substantial part of the activities of the corporation shall be the carrying on or propoganda, or otherwise attempting to influence legislation, [except as provided in Code Section 501(h)] and 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.

**ARTICLE VIII  
NO EARNINGS INUREMENT TO MEMBERS**

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. However, the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. Notwithstanding any other

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provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under IRC 501(c)(3) or the corresponding section of any future federal tax code.

#### **ARTICLE IX DISSOLUTION**

In the event of dissolution of the corporation, the Board of Directors shall cause the assets of the corporation to be distributed as follows:

(a) All liabilities of the corporation shall be paid or adequate provisions shall be made for payment.

(b) The corporation's remaining assets shall be distributed to such charitable organization or organizations as are qualified as tax exempt under Code Section 501(c)(3) as the Board of Directors shall determine. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Palm Beach County, Florida to such organization or organizations as said court shall determine, which are organized and operated exclusively for educational purposes related to those conducted by the corporation.

#### **ARTICLE X INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

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