

07/07/08

08:09:00

561524003

STEPHEN S. MATHISON, P.A.

PAGE 07

NO 8000006384

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H080001661153)))



H080001661153ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : STEPHEN S. MATHISON, P.A.
Account Number : I20040000071
Phone : (561) 624-2001
Fax Number : (561) 624-0036

FLORIDA PROFIT/NON PROFIT CORPORATION

Association for Integrative Wellness, Inc.

Certificate of Status	1
Certified Copy	2
Page Count	06
Estimated Charge	\$96.25

Electronic Filing Menu

Corporate Filing Menu

Help

JUL - 8 2008
D.A. WHITE

FILED

RECEIVED

2008 JUL - 7 AM 10:47

DIVISION OF CORPORATIONS

H08000166115 3

FILED

ARTICLES OF INCORPORATION OF

2008 JUL -7 A 10:47

ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, natural person competent to contract, for the purpose of forming a corporation under and in accordance with the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, hereby subscribe to, acknowledge and adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to make craniosacral therapy and related modalities (collectively "CST") available for those who would benefit from them but are unable to obtain them due to social or economic challenges and/or difficulties. The Corporation may achieve these purposes through any or all the following activities:

1. Providing financial assistance to individuals with medical and financial need.
2. Providing support (training, development, etc.) to institutions and individual providers of CST for individuals with medical and financial need.
3. Providing research and development aimed at demonstrating the benefits/effectiveness of CST.
4. Raising public awareness of the benefits of CST through community outreach and education.

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, except that no part of the income or assets of the corporation shall be distributable to its members, directors or officers, except as provided in Chapter 617, Fla. Stat. and the

H08000166115 3

H080001661153

ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.
ARTICLES OF INCORPORATION
PAGE 2 OF 6

Internal Revenue Code.

ARTICLE III - TERM OF BUSINESS

This corporation is to exist perpetually. The date of corporate existence shall begin at the time of subscription and acknowledgment of these Articles of Incorporation if filed with the Florida Secretary of State within five (5) days thereof, or if not, then the date of corporate existence shall begin when so filed.

ARTICLE IV - MEMBERSHIP CLASSES AND QUALIFICATIONS

The classes of membership, qualifications for members and their manner of admission shall be as set forth in the Bylaws of this corporation.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The initial post office and street address of the principal office of this corporation is 8850 150th Court North, Palm Beach Gardens, FL 33418, and the street address of its initial registered office is 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418. The initial registered agent is Stephen S. Mathison, P.A.. The Board of Directors may from time to time move the principal office of this corporation to any other address in or outside of Florida.

ARTICLE VI - DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time according to the Bylaws, but not below three (3). The Bylaws shall specify the means of appointing and/or electing directors.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial directors are:

H080001661153

H08000166115 3

ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.
ARTICLES OF INCORPORATION
PAGE 3 OF 6

John E. Upledger, D.O., O.M.M. (Honorary), 8850 150th Court North, Palm Beach Gardens, FL 33418

Lisa Upledger, 8850 150th Court North, Palm Beach Gardens, FL 33418

Kevin Rose, 2087 Lake Marion Drive, Apopka, FL 32712

Sheryl McGavin, 165 Maplecrest Circle, Jupiter, FL 33458

ARTICLE VIII - INITIAL OFFICERS

The names and addresses and respective offices of the initial officers of the Corporation are:

Lisa Upledger, 8850 150th Court North, Palm Beach Gardens, FL 33418, President

Kevin Rose, 2087 Lake Marion Drive, Apopka, FL 32712, Secretary

Sheryl McGavin, 165 Maplecrest Circle, Jupiter, FL 33458, Treasurer

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator is:

Lisa Upledger, 8850 150th Court North, Palm Beach Gardens, FL 33418

ARTICLE X - BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the members, to add to, delete from, or otherwise amend the Bylaws of the corporation.

ARTICLE XI - WORKING CAPITAL

H08000166115 3

H08000166115 3

ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.
ARTICLES OF INCORPORATION
PAGE 4 OF 6

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XII - INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the members shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

ARTICLE XIII - DISTRIBUTIONS ON DISSOLUTION

On any dissolution of the corporation, except involuntary dissolution for a period of less than three (3) years, or any liquidation of the corporation's assets, none of such assets shall be distributed to any member, officer or director of this corporation. All assets to be distributed, after payment of all liabilities and costs and expenses of such dissolution or liquidation, shall be distributed to one or more organizations qualifying under Internal Revenue Code §501(c)(3) and/or §501(c)(6) and related to the practice of CranioSacral Therapies as shall be designated by the Board of Directors.

ARTICLE XIV - AMENDMENTS

The corporation reserves the right to amend, add to or repeal any and all provisions contained in these Articles of Incorporation in the manner consistent with law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a Florida Not for Profit Corporation to do business both within and without the State of Florida, under the laws of the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein

H08000166115 3

ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.
ARTICLES OF INCORPORATION
PAGE 5 OF 6

stated are true, and hereunto set my hand and seal this 20 day of June, 2008

Lisa Upledger
Lisa Upledger,

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Lisa Upledger, ☒ to me well known, or ☐ identified to me by _____, to be the individual described in and who has executed the foregoing Articles of Incorporation as incorporator, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Palm Beach Gardens,

Florida, this 20 day of June, 2008.

[Signature]
Notary Public, State of Florida

Notary's Printed Name: Stephen S Mathison

My commission expires: 9/22/2011

My commission number: DD 703936



(NOTARY SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

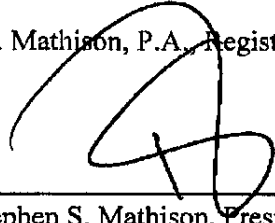
Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept to act in this capacity, agree to comply with the provisions of §48.091, Fla. Stat., relative to keeping open said office, and am familiar with the provisions of

H08000166115 3

ASSOCIATION FOR INTEGRATIVE WELLNESS, INC.
ARTICLES OF INCORPORATION
PAGE 6 OF 6

§§607.0501, et seq., Fla. Stat., and accept the obligations thereof.

Stephen S. Mathison, P.A., Registered Agent

By: 
Stephen S. Mathison, President

2008 JUL -7 A 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H08000166115 3