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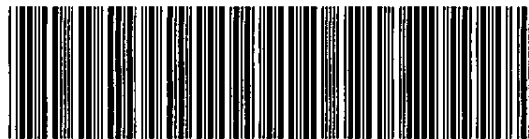
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09 MAR -5 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EP 3/10/09

## COVER LETTER

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

**SUBJECT:** American Association of Biological Laser Therapy and Acupuncture, 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: Henning Schwarzkopf  
Name (Printed or typed)

c/o Suite 320, 1601 Washington Avenue  
Address

Miami Beach, FL 33139  
City, State & Zip

(206) 333-0725  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN ASSOCIATION OF**  
**BIOLOGICAL LASER THERAPY AND ACUPUNCTURE, INC.**  
**(A CORPORATION NOT-FOR-PROFIT)**

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida.

**ARTICLE I**

**Name**

The name of the Corporation is American Association of Biological Laser Therapy and Acupuncture, Inc.

**ARTICLE II**

**Address**

The principal office (and mailing address) is located at 5301 Adams St. Hollywood FL 33021. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE III**

**Purpose of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") and the purposes of the Corporation are limited exclusively to public purposes, such as providing training, education, quality assurance management and accreditation for providers of biological laser therapy and laser. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE IV**

**Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in

any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code 2005.305067.1 of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

## **ARTICLE V**

### **Membership**

The Corporation's initial sole member shall be Dr. Michael Weber, located at Loensstrasse 10, 37697 Lauenfoerde, Germany

## **ARTICLE VI**

### **Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

## **ARTICLE VII**

### **Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Name	Address
Henning Schwarzkopf	Suite 320 1601 Washington Avenue Miami Beach, FL 33139

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## **ARTICLE VIII**

### **Officers**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

Name	Title
Michael Weber, MD	President & Treasurer
Thomas Corbin	Secretary

## **ARTICLE IX**

### **Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Michael Weber, MD	Loensstrasse 10 37697 Lauenfoerde, Germany
Thomas Corbin	5301 Adams St Hollywood, FL 33021
Peter T. Dorsher, MD	Mayo Clinic Jacksonville 4500 San Pablo Road Jacksonville, FL 32224
Margaret Hueppi	404 Albermarle Square Charlottesville, VA 22901
Joan Walter	Samueli Institute 1737 King Street, Suite 600 Alexandria, VA 22314

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## **ARTICLE X**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is Suite 320, 1601 Washington Avenue, Miami Beach, FL 33139 and the name of the initial registered agent at such address is Henning Schwarzkopf.

## **ARTICLE XI**

### **Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

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**ARTICLE XII**  
**Amendments**  
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TALLAHASSEE, FLORIDA

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE XIII**  
**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to 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 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

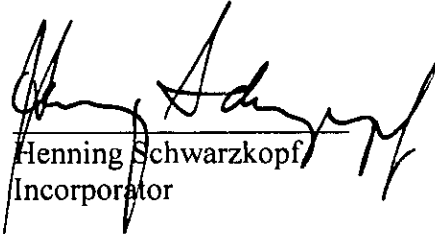
(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

#### **ARTICLE XIV Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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 said court shall determine, which are organized and operated exclusively for such purposes.

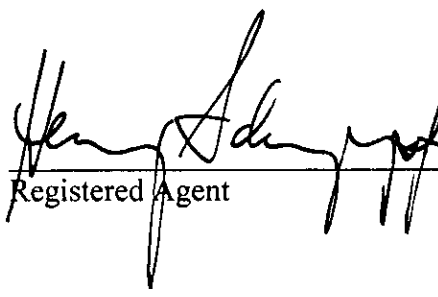
**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles this 25<sup>th</sup> day of February 2009.

  
Henning Schwarzkopf  
Incorporator

#### **ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the withinnamed Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

Date: February 25, 2009

  
Registered Agent

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