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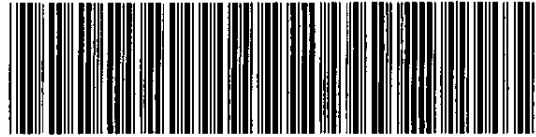
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRS  
8/13



[lanimons@trenam.com](mailto:lanimons@trenam.com)  
reply to: St. Petersburg  
727-824-6205 direct

August 10, 2009

**VIA REGULAR MAIL**

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

Re: Articles of Incorporation of Soteria Health & Wellness Foundation, Inc.

Dear Sir or Madam:

I am enclosing the Articles of Incorporation of Soteria Health & Wellness Foundation, Inc. for filing with the Secretary of State. Also enclosed is Check No. 1082 for \$78.75, which amount represents the filing fee.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Lori L. Ammons  
Legal Assistant

Enclosures (2)

Department of State -Articles-Soteria-3596350v1

101 E. Kennedy Boulevard, Suite 2700  
Tampa, Florida 33602  
Tel: (813) 223-7474  
Fax: (813) 229-6553

[www.trenam.com](http://www.trenam.com)

200 Central Avenue, Suite 1600  
St. Petersburg, Florida 33701  
Tel: (727) 896-7171  
Fax: (727) 822-8048

**ARTICLES OF INCORPORATION  
OF  
SOTERIA HEALTH & WELLNESS FOUNDATION, INC.**

**FILED**  
**09 AUG 12 PM 12:53**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**Article 1**

**Name**

The name of this corporation is:

**SOTERIA HEALTH & WELLNESS FOUNDATION, INC.**

**Article 2**

**Corporate Purposes**

1. The Corporation is organized as a not-for-profit corporation.
2. This Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes (but not as a limitation as to its charitable activities), the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").
3. In no event—
  - a. Shall this Corporation operate for any purpose other than for its exempt purposes. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
  - b. Any part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes.
  - c. Shall any substantial part of the activities of this Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.
4. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Code, or to the federal or state government for a public purpose.

5. During all times the Corporation is a private foundation within the meaning of Section 509 of the Code:
  - a. The Corporation shall distribute its income 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 Code, or corresponding provisions of any subsequent federal tax law.
  - b. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.
  - c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.
  - d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax law.
  - e. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

**Article 3**

**Registered Office and Agent**

The initial street address of the registered office of this corporation is

545 4<sup>th</sup> Avenue South  
Suite A  
St. Petersburg, Florida 33701

The name of the registered agent of this corporation at that address is:

Stacey J. Robinson, M.D.

**Article 4**

**Principal Office**

The initial principal office of the corporation is:

545 4<sup>th</sup> Avenue South  
Suite A  
St. Petersburg, Florida 33701

**Article 5**

**Mailing Address**

The mailing address of the corporation is:

545 4<sup>th</sup> Avenue South  
Suite A  
St. Petersburg, Florida 33701

**Article 6**

**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals. The individuals who shall serve as the members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are:

Stacey J. Robinson, M.D.  
545 4<sup>th</sup> Avenue South  
Suite A  
St. Petersburg, Florida 33701

John Andrew Bell  
500 Lewis Blvd., SE  
St. Petersburg, FL 33705

Thomas H. Gregory  
100 2<sup>nd</sup> Avenue South  
Suite 600  
St. Petersburg, Florida 33701

Their respective successors in office shall be elected or appointed in the manner and for the terms provided for in the Corporation's Bylaws.

**Article 7**

**Incorporator**

The name and address of the incorporator is:

Stacey J. Robinson, M.D.  
545 4<sup>th</sup> Avenue South  
Suite A  
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, these Articles of Incorporation have been executed.

  
STACEY J. ROBINSON, M.D.  
Incorporator

SOTERIA HEALTH & WELLNESS FOUNDATION, INC.

FILED

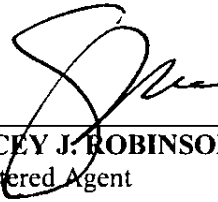
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for Soteria Health & Wellness Foundation, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



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STACEY J. ROBINSON, M.D.  
Registered Agent