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2009 SEP 21 P 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-22-09
CC

COVER LETTER

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

SUBJECT: Dzuga Institute for Restorative Medicine, 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: Peter P. Hiles
Name (Printed or typed)

7684 S. Monaco Circle East
Address

Centennial, Colorado 80112
City, State & Zip

720-224-4910
Daytime Telephone number

philes@havertonreed.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
Dzugan Institute for Restorative Medicine, Inc.
A Florida "Not for Profit" Corporation**

FILED
SEP 21 P 3 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be: Dzugan Institute for Restorative Medicine, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The corporation's principal office and mailing address shall be: 301 Clematis St. Suite 3000, West Palm Beach, Florida 33401.

**ARTICLE III
REGISTERED AGENT**

The name of the registered agent of the corporation is Edward E. Kuhnel. The address of this registered agent is 301 Clematis St. Suite 3000, West Palm Beach, Florida 33401.

**ARTICLE IV
DURATION**

The period of duration is perpetual.

**ARTICLE V
PURPOSE**

Dzugan Institute for Restorative Medicine is organized exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. The mission and purposes of the corporation is to advance the science of Restorative Medicine and promote its essential role as an integrative force in scientific research and medical practice. This corporation shall conduct its affairs in accord with ethical and compassionate teachings and the policies

created by the Corporation. To this end, the corporation shall include but not limited to, the following:

- a. To engage in works of charity;
- b. To hold periodic seminars, conferences and meetings to improve understanding and awareness of Restorative Medicine;
- c. To sponsor and operate facilities for the study of Aging, Disease and Illnesses;
- d. To extend knowledge of Restorative Medicine through fundamental, multidisciplinary, and clinical research;
- e. To provide research and information to the general public, foundations and corporate giving programs about Health and the significance of Restorative Medicine;
- f. To work for changes which would bring about the betterment of health for individuals, children and adults;
- g. To sponsor community outreach programs;
- h. Developing, publishing and disseminating periodicals relating to aging, disease and illnesses including a newsletter, special bulletins, pamphlets, reports, electronic communications, and the like;
- i. Encouraging, conducting, and cooperating in research projects intended to further the purposes of Dzigan Institute for Restorative Medicine, Inc.;
- j. To cooperate with the government and other non-profit organizations to study the effects of restorative medicine on aging, disease and illnesses and to utilize government and other funding which may be available to provide such studies;
- k. Advocate for Restorative Medicine research and its application to development and implementation of policies and practices related to restorative medicine.
- l. Advance a series of uniform standards of competence, practice and ethics for Restorative Medicine;
- m. Acquiring, evaluating and disseminating information in said areas, including, but not limited to, providing such information to the general public;
- n. To conduct and administer public educational programs;

- o. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein, wherever situated; and
- p. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE VI LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

**ARTICLE VII
DIRECTORS/MEMBERS**

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose election and operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Sergey A. Dzigan - Director
301 Clematis St. Suite 3000
West Palm Beach, Florida 33401

George W. Rozakis - Director
301 Clematis St. Suite 3000
West Palm Beach, Florida 33401

Edward E. Kuhnel - Director
301 Clematis St. Suite 3000
West Palm Beach, Florida 33401

**ARTICLE VIII
DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE IX
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to

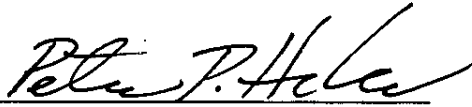
such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

Peter P. Hiles
7684 S. Monaco Circle East
Centennial, Colorado 80112

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts these Articles of Incorporation for the purposes herein stated.




Peter P. Hiles

9/01/09

Date

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Dzugan Institute for Restorative Medicine, Inc., a Florida not for Profit Corporation.



Edward E. Kuhnel

9/01/09

Date