

11/09/08 14:41 FAX 8132208313

Division of Corporations

Page 1 of 1

N090000010859Florida 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.

(((H09000237881 3)))



H090002378813ABCS

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 : FOWLER, WHITE 2
Account Number : I19990000148
Phone : (813) 769-7692
Fax Number : (813) 228-9401

HJB/0850
#107-0606

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 NOV -9 AM 11:53

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

Inertia Research, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

RECEIVED

09 NOV -9 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 11/10

[Electronic Filing Menu](#)[Corporate Filing Menu](#)[Help](#)

11/09/09 14:41 FAX 8132298313

2002/007

FILED

09 NOV -9 AM 11:53

ARTICLES OF INCORPORATION
OF
INERTIA RESEARCH, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Florida Department of State, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

- (a) The name of the corporation shall be Inertia Research, Inc.
- (b) The street address of the initial principal office and the mailing address of the corporation shall be 1815 Lindbergh Lane, Port Orange, Florida 32128.

ARTICLE II
Term of Existence

The corporation shall have perpetual existence.

ARTICLE III
Purposes; Restrictions

(a) The corporation is organized and shall be operated exclusively for scientific, educational, testing for public safety and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent Federal tax laws. All the assets and earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes).

(2) No member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) Despite any other provision of these Articles or Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IV

Powers

Subject to the restrictions in these Articles, the corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V

Members

The corporation shall have no members.

ARTICLE VI

Directors

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed by, a Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors of the corporation are as follows:

Chris Meigs
1815 Lindbergh Lane
Port Orange, Florida 32128

Walter Wm. Dalitsch III, MD, MPH
1015 Glades Lane
Pensacola, Florida 32507

Margaret Klemm, PHD
2550 Deleon Drive
Deland, Florida 32724

11/09/09 14:42 FAX 8132208313

004/007

(c) The manner in which future directors are to be elected or appointed shall be as set forth in the bylaws of the corporation. The number of directors may be increased or decreased in the manner provided in the bylaws of the corporation, but the corporation shall always have at least three (3) directors.

ARTICLE VII
Bylaws

The initial bylaws of the corporation shall be adopted by the Board of Directors of the corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except as otherwise provided in the bylaws.

ARTICLE VIII
Amendment of Articles of Incorporation

The procedure for amending these Articles of Incorporation shall be as prescribed by Florida law.

ARTICLE IX
Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent Federal tax laws, or to the federal, state, or local government exclusively for a public purpose.

ARTICLE X
Registered Office and Registered Agent

(a) The street address of the corporation's initial registered office is 1815 Lindbergh Lane, Port Orange, Florida 32128.

(b) The name of the corporation's initial registered agent at that address is Chris Meigs.

ARTICLE XI
Incorporator

The name and address of the incorporator of the corporation is as follows:

Chris Meigs
1815 Lindbergh Lane
Port Orange, Florida 32128

ARTICLE XII
Indemnification

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages to the corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

[Signature Page Next]

11/09/09 14:42 FAX 8132298313

0006/007

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 31st day of October, 2009.


Chris Meigs, Incorporator

FILED
09 NOV -9 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/09/09 14:42 FAX 8132208313

FILED 0007/007

09 NOV -9 AM 11:53

CERTIFICATE OF ACCEPTANCE

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0502, Florida Statutes.


Chris Mcigs, Registered Agent

Date: October ³¹31, 2009