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**FLORIDA PROFIT/NON PROFIT CORPORATION  
NEUROSPINE INSTITUTE FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
NEUROSPINE INSTITUTE FOUNDATION, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be NeuroSpine Institute Foundation, Inc.

ARTICLE II - PERIOD OF DURATION

EFFECTIVE DATE 12-13-10

These Articles of Incorporation shall be effective December 13, 2010, and the period of duration of the corporation shall be perpetual.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION

The street and address mailing of the principal office of the corporation is 2706 Rew Circle, Suite 100, Ocoee, Florida 34786.

ARTICLE IV - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the education of the public, including parents, children, teachers, coaches, in schools and amateur athletic organizations regarding the prevention and treatment of neurospinal injuries relating to amateur athletics.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation

for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article IV.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation.

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax 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.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE V - DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The number of directors may be changed from time to time in accordance with the bylaws of the corporation but shall never be less than three (3). The initial members of the Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert Masson, M.D.	2706 Rew Circle, Suite 100 Ocoee, Florida 34786

Denise Masson

2706 Rew Circle, Suite 100  
Ocoee, Florida 34786

Kristi Gomen

2806 Windsor Hill Drive  
Windermere, Florida 34786ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 171 Circle Drive, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is Jonathan W. Shirley, Esquire. The Board of Directors may from time to time designate a new registered office and registered agent.

## ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is Jonathan W. Shirley, Esquire.

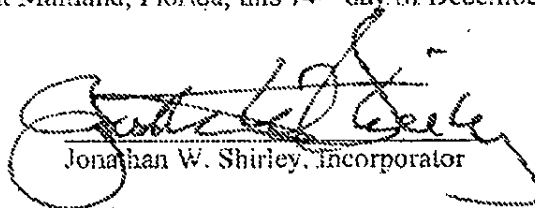
## ARTICLE VIII - INDEMNIFICATION

The corporation may, in the discretion of the Board of Directors, indemnify an officer or director, or any former officer or director, to the fullest extent permitted by law.

## ARTICLE IX- DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code and Paragraph A of Article IV of these Articles of Incorporation, as determined within the discretion of the then existing Board of Directors. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 that are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 14<sup>th</sup> day of December, 2010.

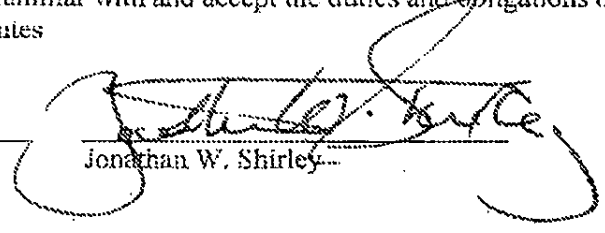
  
Jonathan W. Shirley, IncorporatorSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0501 of the Florida Statutes

Dated: 12/14/2010  
Jonathan W. Shirley

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