

N120000008225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

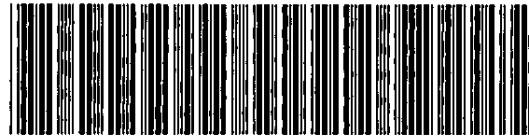
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300238374763

08/20/12--01024--016 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 27 PM 3:59

401243423



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 21, 2012

A.J. MUCIAL, JR., ESQ.
1211 WEST FLETCHER AVENUE
TAMPA, FL 33612-3363

SUBJECT: PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH,
INC.
Ref. Number: W12000043483

We have received your document for PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

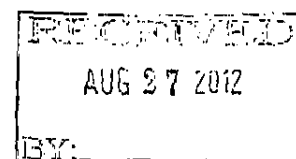
The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 312A00021477



A. J. MUSIAL, JR., P.A.
ATTORNEY AT LAW

*1211 West Fletcher Avenue
Tampa, Florida 33612-3363*

*(813) 265-4051
Fax (813) 265-3110*

August 17, 2012

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

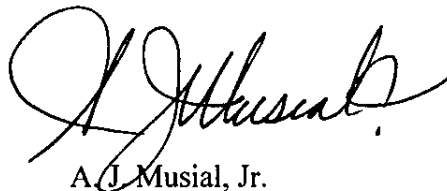
RE: PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH, INC.

To Whom It May Concern:

Enclosed herewith, please find the Articles of Incorporation for the above-referenced non-profit corporation along with my check in the amount of \$78.75 which includes \$35.00 for the filing fee for the Articles of Incorporation, \$35.00 for Designation of Registered Agent and \$8.75 for a certified copy of the Articles.

Your assistance in this matter is appreciated. I shall await your response.

Very truly yours,

A handwritten signature in black ink, appearing to read "A. J. Musial, Jr.", with a stylized, cursive script.

A. J. Musial, Jr.

AJM/ct

Enclosures

corp prosthetic and amputee secy of state letter 08-17-12

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

12 AUG 27 PM 4: 00

PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **PROSTHETIC AMPUTEE REHABILITATION & RESEARCH, INC.**, (hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The Corporation shall have a perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The mission of the **PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH, INC.** is to create access to professionals associated with orthotics, prosthetic and amputee rehabilitation and education for those who can benefit from their skill.

The vision of **PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH, INC.** is to establish and develop amputee outreach, information sharing, facilitation of prosthetic research, practice and education and community service. Through educational programs and prosthetic practice provided by leading professional and strategic partnerships, an amputee can become a more informed healthcare consumer and be provided access to prosthetic services.

PROSTHETIC AND AMPUTEE REHABILITATION & RESEARCH, INC. will be involved with many activities that affect persons with limb loss and in need of orthotic support, including:

1. Research grants and studies;
2. Continuing professional educational seminars, lecture series, information series;
3. Consumer education sessions;
4. Community outreach activities and support groups and
5. Clinical services for underserved persons with limb loss or in need of orthotic support.

**ARTICLE IV
PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) 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 other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V
CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE VI
QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

**ARTICLE VII
BOARD OF DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the first Board of Directors of the Corporation who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year or until their successors are elected and have qualified to serve as Directors are as follows:

NAME

Jason Kahle

Andrew Bottner

ADDRESS

5205 South Jules Verne Ct.
Tampa, FL 33611-4142

5205 South Jules Verne Ct.
Tampa, FL 33611-4142

Charles M. Paulk, Jr.

19202 Hobbs Ct.
Lutz, FL 33548

**ARTICLE IX
PERFORMANCE OF BUSINESS**

The business of the Corporation shall be conducted by a President, Secretary and such other officers and assistant officers, including a treasurer, as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws.

**ARTICLE X
OFFICERS**

The Officers shall be elected by a majority vote of the Directors of this Corporation. The Officers of the Corporation shall be:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jason Highsmith	President	5205 South Jules Verne Ct. Tampa, FL 33611-4142
Jason Kahle	Vice President	5205 South Jules Verne Ct. Tampa, FL 33611-4142
Andrew Bottner	Secretary/Treasurer	5205 South Jules Verne Ct. Tampa, FL 33611-4142

**ARTICLE XI
INCORPORATOR**

The names and street address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles M. Paul, Jr.	19202 Hobbs Ct. Lutz, FL 33548

**ARTICLE XII
INTENTION OF INCORPORATOR**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XIII
VOTING RIGHTS**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE XIV
VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE XV
LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XVI
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of the Corporation is to be located at **5205 South Jules Verne Ct., Tampa, Florida 33611-4142**. The name and address of the registered agent of this Corporation is **A. J. Musial, Jr., Esquire, 1211 West Fletcher Avenue, Tampa, Florida 33612-3363**.

**ARTICLES XVII
EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XVIII
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, unless all the Directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

**ARTICLE XIX
INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of an proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent

has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorneys fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XX DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed 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 state or local government for public purpose. Any such assets not so disposed of shall be disposed of by 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.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 12th day of JUNE, 2012, for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



Charles M. Paulk, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 27 PM 1:00
ORIGINAL

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

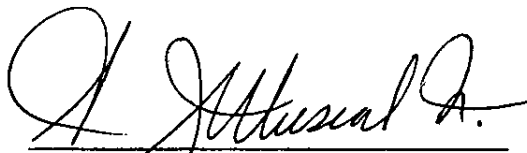
12 AUG 27 PM 4: 00

PURSUANT TO THE PROVISIONS OF FS §607.0501 OR
FS §617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **PHOSTHETIC AND AMPUTEE REHABILITATION
& RESEARCH, INC.**
2. The name and address of the registered agent and office is:

**A. J. Musial, Jr., Esquire
1211 West Fletcher Avenue
Tampa, FL 33612-3363**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



A. J. Musial, Jr., Esquire
Registered Agent