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FLORIDA PROFIT/NON PROFIT CORPORATION

Oxygen Life, Inc.

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**ARTICLES OF INCORPORATION
OXYGEN LIFE, INC.**

(A Corporation Not for Profit in Compliance with Chapter 617.F.S)

The undersigned, acting as the incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**Article I
Name**

The name of the Corporation shall be OXYGEN LIFE, INC.

**Article II
Duration**

The duration of the Corporation is perpetual.

**Article III
Principal Office and Mailing Address**

The principal place of business of the Corporation, located in Pinellas County, Florida, shall be:

4350 6th Street South, Unit 425
St. Petersburg, FL 33705

The mailing address of the Corporation shall be:

11584 Harborside Circle
Largo, FL 33771

**Article IV
Purposes and Powers**

The purposes and power for which the Corporation (hereinafter called the Corporation) is organized are as follows:

Section I. The Corporation shall be organized as a not for profit corporation under Chapter 617, Florida Statutes, Incorporated on a non-stock basis. The Corporation is to be formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1994, as amended or the corresponding provision of any future United States Internal Revenue Law, and not for pecuniary profit or financial gain. The specific purposes for which this Corporation is organized are to treat wounded veterans with traumatic brain injuries and pastor professional athletes with brain injuries with the use of hyperbaric oxygen therapy. In furtherance of these purposes, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

Section II. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 this Article Four hereof.

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Section III. No substantial part of the activities of the Corporation shall be the 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.

Section IV. 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.

Section V. This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time as set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in this Article IV.

Article V Members

Section I. This Corporation shall have no members.

Article VI Board of Directors and Manner of Election

Section I. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than seven (8) elected directors nor more than ten (10) elected directors

Section II. The Board of Directors shall be elected as set forth in the Corporation's Bylaws.

Section III. The names and addresses of the persons who are to serve as initial directors of the Corporation is as set forth in Article VII.

Article VII Initial Directors

A. The names and addresses of the persons who are the original subscribers and are in initial Directors of the Corporation are:

President:	Ronald Knaus 1520 Gulf Blvd., #1602 Clearwater, FL 33767
Vice President:	Raymond Montchal 11584 Harborside Circle Largo, FL 33773
Secretary:	Sean East 2500 Emerson Avenue S. St. Petersburg, FL 33702

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**Article VIII
Indemnification**

A. Corporation shall indemnify the directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act and the Florida General Corporation Act.

**Article XI
Non-stock Corporation**

The Corporation is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Corporation. In the event that the Corporation is dissolved according to applicable law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current director or officer.

**Article X
By-Laws**

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the By-laws shall be formulated and adopted by the Board of Directors.

**Article XI
Restrictions**


A. The purpose for which the organization is organized is educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Upon the 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 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, for such purposes or to such organization or four organizations, as said Court shall determine, which are organized and operated for such purposes.

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Executed this 27th day of August, 2013.


_____, Incorporator
Kenneth G. Arsenault, Jr., Esquire
Arsenault Law Offices, P.A.
10225 Ulmerton Road, Ste. 2
Largo, FL 33771
(727) 584-1199
FAX (727) 586-1071
E-Mail: karsenault@arsenaultlawgroup.com

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR OXYGEN LIFE, INC., A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: August 27, 2013


_____, Registered Agent
Kenneth G. Arsenault, Jr., Esquire
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