

N18000004327

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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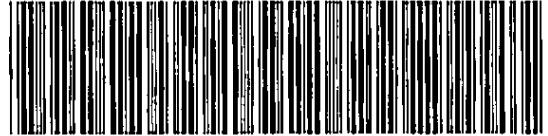
(Business Entity Name)

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APR 18 2018

SCHROEDER

## COVER LETTER

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

**SUBJECT:** Undersea and Hyperbaric Medical Society Certificate of Domestication

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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Jeffrey Fromknecht

Name (printed or typed)

2411 Quantum Blvd

Address

Boynton Beach, FL 33435

City, State & Zip

800-330-5807

Daytime Telephone Number

jeff@sideprojectinc.org

E-mail address: (to be used for future annual report notification)

# NOT FOR PROFIT CERTIFICATE OF DOMESTICATION

The undersigned, John S. Peters Executive Director  
 (Name) (Title)  
 of Undersea and Hyperbaric Medical Society 715-50 a foreign Corporation  
 (Corporation Name)  
 in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 22 1972.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Washington, DC.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Undersea and Hyperbaric Medical Society.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Undersea and Hyperbaric Medical Society, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was North Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am John S. Peters of Undersea and Hyperbaric Medical Society

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the \_\_\_\_\_ day of \_\_\_\_\_, 4/11/2018.



(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

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 JUDICIAL CIRCUIT IN AND FOR  
 THE NINTH JUDICIAL CIRCUIT  
 MIAMI, FLORIDA

ARTICLES OF INCORPORATION  
In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Undersea and Hyperbaric Medical Society, Inc

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address shall be:

Principal Address

Mailing Address

631 US Highway 1, Suite 307

North Palm Beach, FL 33408

ARTICLE III PURPOSE

The purpose for which the corporation is organized:

See Attached.

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STATE OF FLORIDA

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

Described in Bylaws

**ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS**

The name(s) and address(es) and specific title(s):

Title/Name

See Attached

Title/Name

Title/Name

Title/Name

Title/Name

Title/Name

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JULIA A. HARRIS, CLERK

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

John S. Peters

631 US Highway 1, Suite 307

North Palm Beach, FL 33408

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

John S. Peters


631 US Highway 1, Suite 307

North Palm Beach, FL 33408

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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA


\*\*\*\*\*

*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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Signature/Registered Agent

4/11/2018

Date

  
Signature/Incorporator

4/11/2018

Date

Undersea and Hyperbaric Medical Society, Inc  
Articles of Incorporation – Attachment

Article VIII

The corporation shall have such classes of members as the bylaws so provide and the designation of such classes, their qualifications, rights, and method of acceptance and expulsion of members of each class shall be as set forth in the Bylaws.

Article IX

Undersea and Hyperbaric Medical Society, Inc (the "Corporation") is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose or purposes for which the corporation is organization are: The mission of the corporation is: (1) to provide a forum for professional scientific communication among individuals and groups involved in basic and applied studies concerned with life sciences and human factors aspects of the undersea environment and hyperbaric medicine; (2) to promote cooperation between the life sciences and other disciplines concerned with undersea activity, hyperbaric medicine and wound care; (3) to develop and promote educational activities and other programs, which improve the scientific knowledge of matters related to undersea and hyperbaric environments and the accepted applications of hyperbaric oxygen therapy for the membership, as well as physicians and allied health professionals, divers, diver technicians and the public at large; (4) to provide a source of information and support in the clinical practice of hyperbaric medicine and to stay abreast of legislative, legal, and regulatory changes in the field; (5) to provide a means by which hyperbaric facility directors/owners will have an opportunity to request an accreditation survey of their facility for safety, staffing and verifying the adequacy of the professional medical application of hyperbaric therapy; (6) to do and perform any act and to exercise any and all powers incidental to the aforesaid purposes and in general to do and perform all such acts and to transact such business in connection with the aforesaid purposes as may be incidental or necessary to accomplish the purposes of the corporation.

Article X

Notwithstanding any provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Code and the Treasury

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Articles of Incorporation – Attachment

Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Article XI

The Corporation shall not have any capital stock.

Article XII

The Corporation shall have no members.

Article XIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to approve and reimburse reasonable expenses incurred on its behalf and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation.

The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code provided such corporation was an organization referred to in Section 170(c)(2) of the Code.

Article XIV

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.



Undersea and Hyperbaric Medical Society, Inc  
Articles of Incorporation – Attachment

Article XV

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

Article XVI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation to such other organization or organizations organized and operated exclusively for charitable, scientific, literary, religious and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any successor provision of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

Article XVII

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the Florida, at the time such laws are in force, by a majority vote or other percentage as

Undersea and Hyperbaric Medical Society, Inc  
Articles of Incorporation – Attachment

specified in the Bylaws, of the members of the Board of Directors, the governing body of the Corporation, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the governing body, its members, the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

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STATE OF FLORIDA  
JAMES L. HARRIS, III  
NOTARY PUBLIC  
MY COM. EXPIRES 06/30/2021

**UHMS BOARD OF DIRECTORS**  
**2017-2018**  
V1

***President (2018)***

(R) Enoch Huang, MD, FUHM  
Hyperbaric Medicine/Wound Healing  
Legacy Emanuel Medical Center  
3001 N. Gantenbein Ave.  
Portland, OR 97227  
United States  
**Phone:** 503-413-1300  
**Fax:** 503-413-2001  
[enoch.huang@mac.com](mailto:enoch.huang@mac.com)

***Vice President (2018)***

(R) Gerardo Bosco, MD, PhD  
Dept of Biomedical Sciences  
University of Padova  
Via Marzolo 3  
35131 Padova Italy  
**Phone:** 390498275297  
**Fax:** 390498275301  
[gerardo.bosco@unipd.it](mailto:gerardo.bosco@unipd.it)

***President-Elect (2018)***

(R) Nicholas Bird, MD, MMM, UHM,  
ABFM  
86 Hamilton Road  
Chapel Hill, NC 27517  
United States  
**Phone:** 919 699-5505  
[nick.birdfp@gmail.com](mailto:nick.birdfp@gmail.com)

***Immediate Past President (2018)***

(R) Jim Holm, MD, FUHM  
Virginia Mason Medical Center  
1100 Ninth Avenue, H4-CHM  
Seattle, WA 98101  
**Phone:** (206) 583-2241  
**Fax:** (206) 223-8804  
[hbodoctor@yahoo.com](mailto:hbodoctor@yahoo.com)

***Past President (2018)***

(R) John Feldmeier, DO, FUHM  
30283 Cloud View Dr.  
Bulverde, TX 78163  
**Phone:** (419) 344-6909  
[jfeldmeier@aol.com](mailto:jfeldmeier@aol.com)

***Treasurer (2018)***

(R) Laurie B. Gesell, M.D., FUHM  
2901 W. Kinnickinnic River Parkway,  
Suite 311  
Milwaukee, WI 53215  
**Phone:** (513) 532-4262  
**Fax:** (414) 649-1299  
[Laurie.Gesell@gmail.com](mailto:Laurie.Gesell@gmail.com)

***M-A-L (2018)***

(R) Tracy LeGros, MD, Ph.D, FUHM  
Keith Van Meter and Associates  
440 40th St  
New Orleans, LA 70124  
United States  
**Phone:** 504 439-1233  
**Mobile:** 504 439-1233  
[tlegros1@cox.net](mailto:tlegros1@cox.net)

***M-A-L (2019)***

(R) Sandra K. Wainwright, M.D.  
Hyperbaric Medicine and Wound  
Healing Center  
Greenwich Hospital  
Greenwich, CT 06830  
**Phone:** (203) 820-3274  
[swainwright@gmail.com](mailto:swainwright@gmail.com)

***M-A-L (2020)***

(R) Peter J. Witucki, MD.  
31 Catspaw Cape  
Coronado, CA 92118  
United States  
**Phone:** 619-851-2019  
[pwitucki@ucsd.edu](mailto:pwitucki@ucsd.edu)

***Associate Nurse Representative (2018)***

(A) R.B. Gustavson, MPH, RN,  
CHRN, CWCN, CHT, CRT  
7329 Arlington Garden St  
LAS Vegas NV 89166  
**Phone:** 602 336-2022  
**Fax:** 702 533-0188  
[rbgus47@gmail.com](mailto:rbgus47@gmail.com)

***Associate Technologist Representative (2019)***

(A) Kaye Mosely, CHT, MBA, RRT  
7680 Cumberland Ct  
Mobile, AL 36695  
**Phone:** 770-377-8733  
[kayemoseley65@gmail.com](mailto:kayemoseley65@gmail.com)

***Associate Nurse Representative Elect (2020) (non-voting)***

(A) Bradley Walker, RN, MBA CHT,  
DMT  
P.O. Box 105275  
Jefferson City MO 65110  
**Phone:** 949-400-6654  
[walker92607@gmail.com](mailto:walker92607@gmail.com)

***Associate Technologist Representative (2021) (non-voting)***

(A) Phil Schell, CHT, DMT, CHEC  
CHRISTUS ST. VINCENT  
Wound Care & Hyperbaric Med  
465 St. Michael's Dr. Suite 101  
Santa Fe, NM 87505  
**Phone:** 262-422-0223  
[philip.schell@stvin.org](mailto:philip.schell@stvin.org)

***Executive Director (non-voting)***

John Peters, MBA, FACHE  
631 U.S. Highway 1, Suite 307  
North Palm Beach, FL 33408  
**Phone:** 561 776-6110 X 100  
**Mobile:** 561 271-3276  
**Fax:** 561 622-5220  
[jpeters@uhms.org](mailto:jpeters@uhms.org)

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