



# COVER LETTER

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

SUBJECT: SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC.  
\_\_\_\_\_  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Bruce Brashear  
\_\_\_\_\_  
Name (Printed or typed)

925 NW 56th Ter, Suite C  
\_\_\_\_\_  
Address

Gainesville, Florida 32605  
\_\_\_\_\_  
City, State & Zip

(352) 336-0800  
\_\_\_\_\_  
Daytime Telephone number

BBrashear@nflalaw.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of this corporation is SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to promote and fund research and education about evidence-based non-surgical therapies for common and chronic conditions, to fund treatment for patients in need, and to support other charitable and educational purposes by the distribution of its funds for such purposes. A major focus of our research and education will be in the areas of bodywork as a conservative physical medicine.

(b) The general purposes for which this corporation is formed are to operate exclusively for such scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

**ARTICLE FIVE. DIRECTORS AS MEMBERSHIP**

a) **Directors as Membership.** The sole class of membership of this corporation shall be its Directors. The Directors may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

**ARTICLE SIX. SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

Richard McGraw, CPA  
1216 NW 13th St  
Gainesville, FL 32601

Sharon Hepburn, PT  
The Inner Connection Inc.  
8748 Big Bend Blvd  
Webster Groves, MO 63119

19 MAR 30 PM 4:39

Dorise Hunt  
PO Box 7  
Pine Grove, CA 95665

**ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the corporation is 1216 NW 13th St. Gainesville, FL 32601. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Richard McGraw 1216 NW 13th St. Gainesville, FL 32601. The principal address is the same as the registered office.

**ARTICLE EIGHT. BOARD OF DIRECTORS.**

The number of Directors shall not be less than 3 nor more than 15. The first Directors of the Corporation are:

Richard McGraw, CPA  
Sharon Hepburn, PT  
Dorise Hunt

The Directors shall be divided as equally as the total number of Directors will permit into three (3) classes. The first class shall serve until the annual election of Directors in 2019; the second class shall serve until the annual election of Directors in 2020; and the third class shall serve until the annual election of Directors in 2021. At each succeeding annual election of Directors, the Directors elected to succeed those whose terms have expired shall serve until the annual election of Directors which takes place in the fourth year following their election. If the number of Directors has changed, any increase or decrease shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

The names and addresses of such first members of the board of trustees and their classes are as follows:

<u>Trustee</u>	<u>Class</u>
Sharon Hepburn, PT	1
Richard McGraw	2
Dorise Hunt	3

The Class 1 Director named herein shall hold office until the first meeting of the board of Directors to be held on April 5, 2019 or at such other date and time as the board of Directors shall designate, at the offices of the Corporation at which time an election of Directors shall be held. Annual meetings of the board of Directors shall be held prior to April 5 of each year at the principal office of the corporation or at such other place or places as the board of Directors may designate from time to time.

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be *prima facie* evidence of such authority.

**Corporate Officers.** The board of Directors shall elect the following officers president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Office</u>
Richard McGraw	President and Treasurer
Sharon Hepburn, PT	Vice-President and Chairman
Dorise Hunt	Vice-President and Secretary

#### **ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of Directors or by following the procedure set forth therefor in the bylaws.

#### **ARTICLE TEN. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

#### **ARTICLE ELEVEN. DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self-Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

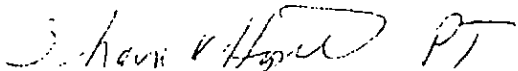
(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

**ARTICLE THIRTEEN. AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on January 8, 2019.

  
Sharon Hepburn, PT

\_\_\_\_\_  
Dorise Hunt

\_\_\_\_\_  
Richard McGraw, CPA

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC., which is contained in the foregoing Articles of Incorporation.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

\_\_\_\_\_  
**RICHARD MCGRAW**  
Registered Agent

19 JAN 30 PM 4:39

ARTICLE THIRTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on January 8, 2019.

\_\_\_\_\_  
Sharon Hepburn, PT

Dorise Hunt  
Dorise Hunt

\_\_\_\_\_  
Richard McGraw, CPA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 16<sup>th</sup> day of January, 2019.

\_\_\_\_\_  
RICHARD MCGRAW  
Registered Agent

19 JAN 30 PM 4:39  
SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC.  
1000 N. W. 10th St., Suite 1000  
Fort Lauderdale, FL 33304  
Tel: (954) 561-1000  
Fax: (954) 561-1001  
www.scientificadhesion.com

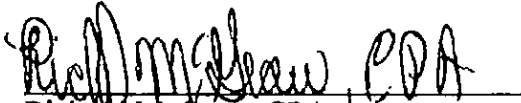
**ARTICLE THIRTEEN. AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on January 8, 2019.

\_\_\_\_\_  
Sharon Hepburn, PT

\_\_\_\_\_  
Dorise Hunt

  
Richard McGraw, CPA

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 8<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
RICHARD MCGRAW  
Registered Agent

19 JAN 30 PM 4:39  
SCIENTIFIC CENTRE FOR ADHESION RESEARCH, INC.  
1000 UNIVERSITY BLVD  
TALLAHASSEE, FL 32310