

N49904

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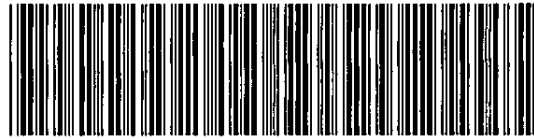
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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 NOV 16 PM 3:59

FILED

[Signature]
11/16/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The American Academy of Orthopaedic Manual Physical Therapists, Inc.

DOCUMENT NUMBER: N49904

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Todd D. Engelhardt, Esq.

(Name of Contact Person)

Sniffen & Spellman, P.A.

(Firm/ Company)

123 North Monroe Street

(Address)

Tallahassee, Florida 32301

(City/ State and Zip Code)

ceifert@drohanmgmt.com

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

For further information concerning this matter, please call:

Todd D. Engelhardt

(Name of Contact Person)

at (850) 205-1996

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

2011 NOV 16 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The American Academy of Orthopaedic Manual Physical Therapists, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N49904

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.

(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
1)_____	_____	_____ _____ _____
2)_____	_____	_____ _____ _____
3)_____	_____	_____ _____ _____
4)_____	_____	_____ _____ _____
5)_____	_____	_____ _____ _____
6)_____	_____	_____ _____ _____

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

<u>Title(s)</u>	<u>Name</u>	<u>Title(s)</u>	<u>Name</u>
1)_____	_____	4)_____	_____
2)_____	_____	5)_____	_____
3)_____	_____	6)_____	_____

(attach additional sheets, if necessary). (Be specific)

[illegible]

The date of each amendment(s) adoption: October 27, 2011
(date of adoption- required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated November 14, 2011

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert H. Rowe
(Typed or printed name of person signing)

President
(Title of person signing)

AMENDED ARTICLES OF INCORPORATION
OF
THE AMERICAN ACADEMY OF ORTHOPAEDIC
MANUAL PHYSICAL THERAPISTS, INC.
(A FLORIDA NON PROFIT CORPORATION)

We, the undersigned, being of full age, currently serving as the Executive Committee of The American Academy of Orthopaedic Manual Physical Therapists, Inc., for the purposes of creating a nonprofit corporation under the Laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, as presently constituted, do hereby set forth: these Amended Articles of Incorporation, and state:

ARTICLE I

Corporate Name, Principal Office and Mailing Address

The name of this corporation is THE AMERICAN ACADEMY OF ORTHOPAEDIC MANUAL PHYSICAL THERAPISTS, INC. The principal office and mailing address is: 12100 Sunset Hills Road, Suite 130, Reston, Virginia 20190.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for such purposes as are permitted pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes and as more particularly set forth in the By-Laws.

ARTICLE III

Duration

The term of existence of the Corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) for the advancement of the profession of orthopaedic manual physical therapy by methods including, but not limited to: establishment of uniform standards for recognizing professional competence; dissemination to the public of information and educational materials regarding the profession; recognition by admission to membership in the Academy of individuals demonstrating high skill, competence and dedication to the profession; and fostering the free exchange of professional information, the collegiality of members and advancement of the profession as a whole.

(b) to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private educational foundations.

ARTICLE V

Management of Corporate Affairs

(a) **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.. The initial number of Directors of the corporation shall be five (5), provided, however, that such number may be changed by a by-law duly adopted by the members.

The Directors named herein as the Board of Directors, and any Directors elected at all times hereafter, shall serve in accordance with the Bylaws. Annual meetings shall be held at such time and/or place or places as the Board of Directors may designate from time to time by resolution.

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 the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(b) CORPORATE OFFICERS. The following Corporate officers shall be elected by the members in accordance with the Bylaws: President, Vice President, Secretary, Treasurer and Member at Large. Each officer shall dually serve as a Director on the corporation's Board of Directors. The Board of Directors shall be referred to as the "Executive Committee."

The names and addresses of such current members of the Executive Committee are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
<u>Robert Rowe</u>	3599 University Blvd, South Jacksonville, FL 32216	<u>President</u>
<u>Jake Magel</u>	2615 S 1900 East Salt Lake City, UT 84106	<u>Vice President</u>
<u>Elaine Lonnemann</u>	2120 Newburg Road Louisville, KY 40205	<u>Secretary</u>
<u>Chad Cook</u>	8634 Cauley Ave NW North Canton OH 44720	<u>Treasurer</u>
<u>Haideh Plock</u>	795 El Camino Real, 1st Floor, Clark Building Palo Alto, CA 94301	<u>Member-at-Large</u>

ARTICLE VI

Earnings & Activities of Corporation

(a) 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 IV hereof.

(b) Notwithstanding any other provisions 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)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The classification and qualifications of members are as set forth in the By-Laws.

ARTICLE IX

Original Incorporators

The names and residence addresses of the original Incorporators of this corporation were as follows:

<u>Name</u>	<u>Address</u>
Stanley V. Paris	19 Dolphin Drive St. Augustine, Fl. 32084
Joseph Farrell	5918 Greenridge Road Castro Valley, CA 94552
Richard Erhard	1514 McLaughlin Run Road Pittsburgh, PA 15241

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, 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 resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XI

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 director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The registered agent and address of the corporation's registered office shall be:
C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. A
signed copy of their acceptance of this designation is on file with the Florida Department
of State Division of Corporations.

ARTICLE XIII

Amendment of Articles

Amendments to this Article of Incorporation may be proposed by a resolution
adopted by a quorum of the Board of Directors.

[The remainder of this page is left blank intentionally.]

We the undersigned, being the presiding Executive Committee of this corporation,
for the purpose of forming this nonprofit corporation under the laws of the State of
Florida, have executed these Amended Articles of Incorporation this 27 day of
October, 2011.



Robert Rowe,
Director



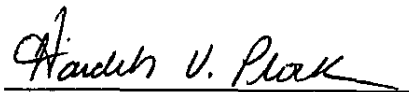
Jake Magel,
Director



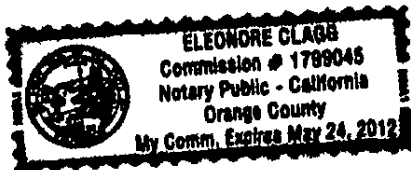
Elaine Lonniemann,
Director



Chad Cook,
Director



Haideh Plock,
Director



STATE OF CALIFORNIA
COUNTY OF Orange

BEFORE ME, the undersigned authority, personally appeared ROBERT ROWE, JAKE MAGEL, ELAINE LONNEMANN, CHAD COOK, and HAIDEH PLOCK known by me to be the persons who executed the foregoing Amended Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of October 2011.

Eleonore Cragg

Notary Public
State of California at Large
My Commission Expires: May 24, 2012

