

N 95 0000000843

Melissa Gilkey Mince

P.O. Box 4426  
Seminole, Florida 34645-1426

Telephone  
(813) 398-7792

February 17, 1995

Secretary of the State of Florida  
Corporations Division  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation for PROFESSIONAL INNOVATIONS, INC.

Dear Sir:

I have enclosed the Articles of Incorporation for PROFESSIONAL INNOVATIONS, INC. the filing fee of \$122.50, an extra copy and a self addressed stamped envelope for your convenience.

Please call me if you need any further documentation or information.

Sincerely,

*Melissa Gilkey Mince*  
Melissa Gilkey Mince

CC: File  
enclosures

FILED  
3-01  
JAN 14 1995  
02/20/95-01101-013  
\*\*\*122.50 \*\*\*122.50

*Per Melissa  
Add principal  
address.*

*W95-3967*

*MH  
2-21-95*

FILED

95 FEB 20 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL INNOVATIONS, INC.  
A NOT FOR PROFIT FLORIDA CORPORATION

The Undersigned Persons, acting as Incorporators of a Corporation Not For Profit under the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes, adopt the following Article of Incorporation for such corporation:

ARTICLE I  
NAME

The Name of this Corporation is:

PROFESSIONAL INNOVATIONS, INC.

ARTICLE II  
DURATION

The Corporation shall have perpetual duration.

ARTICLE III  
NON STOCK

This Corporation will be organized on a non stock basis.

ARTICLE IV  
SPECIFIC AND GENERAL PURPOSES  
GENERAL PURPOSES:

(A) The primary purpose of this Corporation is professional and lay education, scientific/educational classes, workshops and Demonstration Projects, Clinics and Legal, Medical, Mental Health and related training and service delivery programs which qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes as govern such organizations, which may qualify as tax-exempt organizations under the Code.

(B) This corporation shall not, as a substantial part of the activities, carry on political 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]

(C) This Corporation is organized to educate the public using a variety of legal counseling and other training techniques, including, but not limited to Rational Emotive and Rational Behavioral Training techniques [hereinafter to as R.E.T. and R.B.T.] as well as to investigate, develop and produce innovative biological, cognitive, Medical and, or nutritional bio-cognitive and other studies, training, demonstration projects, treatment techniques and publications.

(D) To promote such methods and train professionals and laymen, in appropriate use of the new techniques and promotion of same through certification training, public education client/patient self help training programs, and research and development of cost effective new and older methods of practice in the various fields in which directors or trainers have appropriate training and, or, licensing.

The Corporation will provide public workshops, seminars classes and training for professional groups and members of the general public interested in legal, medical, scientific and mental health issues.

The Corporation goals shall include: individual and community assistance, education, related professional services and transformations, to be brought about through re-education and skill training for professionals and appropriate laymen caught up in, or interested in learning more about, Law and legal process or other major social/psychological/medical problems of our day including withdrawal from alcohol, abuse of minor tranquilizers or other drugs, etc.

(E) The Corporation shall establish a Headquarters in the State of Florida, and, may establish branch offices in other States and foreign countries, to develop and assist others in developing affiliated Not for Profit Groups, self help training groups, demonstration or other clinics, research centers and programs holding to the same purposes, not for profit criteria, and educational standards established by the parent corporation, with its own leadership input.

(F) The Corporation may establish Demonstration Clinics, in and outside, the United States, for the purposes stated

above, to promote train professionals and laymen in the methods developed, to demonstrate its professional models, and to benefit those instructed, trained or treated.

It shall develop Certification and Licensing standards for levels of training for Professionals, Paraprofessionals and Lay Facilitators promoting high quality professional training, securing appropriate professional continuing education approval

of courses where appropriate and setting up its own certification training programs for specialty programs developed.

(F) If, and as, funding permits, the corporation may provide as a secondary purpose, charitable contributions to the health and welfare of needy clients or patients, may establish and distribute scholarships, reduce, or waive payment or fees on behalf of students, clients, trainees or participants either through low fee or free services, or, may pay out of funds and monies so designated, emergency assistance for persons meeting standards for physical, therapeutic, diagnostic needs or temporary health care, and may make contributions to basic and educational needs of RBT patients/clients in crisis, if and as funded to do so.

(G) This corporation may develop educational and outreach materials, contract to publish, distribute, buy and sell such materials for the use of trainees, clients and patients and to any constituencies of the public, that will further the Corporations stated purposes.

#### ARTICLE V SCIENTIFIC & RESEARCH PROGRAMS

This Corporation and its affiliates may on its own, or in collaboration with other professional, lay, mixed or governmental, non profit or profit groups or other organizations and Professionals investigate, research, develop programs for, provide treatment outreach programs and support groups in search of solutions for community health related concerns

including: legal and social, psychological-psychiatric-medical problems and mixtures thereof to assist people in their struggles with complex societal, legal, health and behavioral issues.

This Corporation may initiate or support research that aims at developing or providing effective treatments and, or integrate existing treatments for the diagnosis and treatment of mixed biological and cognitive disorders.

ARTICLE VI  
OWNERSHIP AND DEDICATION OF PROPERTY

This Corporation shall be entitled to own, lease, rent mortgage or encumber property real, personal and, or mixed whether acquired by gift, through grant funds, and, or earnings from services and training presented through the corporation, provided however:

Any property of this corporation, income, if any, from it, and funds received for its sale or lease shall be irrevocably dedicated to educational, therapeutic and charitable 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 of this corporation, or to the benefit of any private individual, except as above provided for: proper payments of salaries, actual expenses, or for the repayment of any properly executed and approved Loan made at market rates of interest or below.

ARTICLE VII  
MANAGEMENT OF INCOME PROPERTY

That in the event the Corporation is gifted with, or  
Professional Innovations, Inc.

otherwise acquires an ownership or other controlling interest in any trust funds, deferred compensation trust fund, real estate or other property which must be invested, managed or otherwise disposed of by this corporation for the purpose of earning an income from such property, as distinguished from the matter of applying property and funds to educational, scientific and, or charitable purposes; such decision making shall be done by vote of the whole Board unless there shall have been by that time a Finance committee duly established in accordance with the By Laws, who shall in that case take full managerial responsibility for said property and its income, assuring that \*it be properly managed for the benefits intended by the donor or Corporation for its beneficiaries.

Such management may be delegated, in whole or in part to any officer or appropriate professional authorized to conduct a trust banking business in the State of Florida or in the Country of the Office for the benefit of which it was donated.

ARTICLE VIII  
MEMBERSHIP OF THE CORPORATION AND  
RIGHTS AND LIABILITIES OF MEMBERS

The Directors and Appointed Members of the Advisory Board shall initially constitute the sole membership of the Corporation as hereinafter provided, which may be modified in accordance with By-Laws as the Corporation evolves.

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 of the Corporation. No officers or directors shall be personally responsible for any liabilities or obligations of the corporation, nor shall they be subject to any assessments.

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members and their liability for donations or dues and assessments, and the collection thereof, shall be regulated in the By Laws.

#### ARTICLE IX GOVERNANCE

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by its executive director or paid Officers as above provided, with the input and approval or its Board of Directors. The number of Directors of the Corporation shall be no less than three, as provided below, provided however, that such number may be changed by a by law duly adopted pursuant to the by laws of this Corporation.

#### ACTIONS OF THE BOARD

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 the Officers and members of the Board shall consent in writing to such action, and such written



consent or consents shall be filed with the Minutes of the proceedings. Any action by written consent of Officers and Board shall have the same force and effect as if taken by vote of the Directors.

Any certificate or other document filed under any provision of law that relates to actions so taken shall state that the Articles of Incorporation of PROFESSIONAL INNOVATIONS INC. and its By Laws authorize its officers and directors to so act, and be signed by the president, vice president or executive director. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE X BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled by, and its affairs conducted by a Board of Directors, who may also act as Trustees for any intangible real or mixed properties donated to the Corporation.

The number of Directors of the Corporation shall be three to six; provided, however, that such number may be changed by By Laws duly adopted by this corporation.

#### BOARD OF ADVISERS

In addition to the start-up Directors, the corporation may establish an Honorary Advisory Board or Boards, with the power to advise the Board on issues related to its charitable or scientific outreach, to provide advice and assistance in meeting its educational, scientific and charitable goals, and, or to ensure the service to the broadest feasible segments of

the professional and general public in its geographic areas in the U.S., and, when and if established overseas, abroad.

Any and all persons attending paid or free training or services will be notified of the existence of such an Advisory Board and invited to submit applications for unpaid positions. That potential candidates for membership will be actively sought in under-represented portions of the community served or to be served, and given favorable consideration at each annual meeting at which elections shall be made.

ARTICLE XI  
ELECTION TO BOARDS  
ELECTION TO BOARD OF DIRECTORS  
& TERM OF OFFICE

The Directors and Officers named in these Articles of Incorporation as the first Board shall hold office until the first meeting of members, to be held on the 1st Monday in February, 1995, at the corporate offices above named or any other place duly designated by the initial Board on appropriate notice, at which time an election of Directors shall be held.

Directors elected at this first annual meeting, and at all times thereafter, shall serve for a term of two years until the third annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall thereafter be held at 4 p.m. on the 1st Monday in February of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate by resolution.

#### ELECTION TO THE ADVISORY BOARD

Election to the Advisory Board shall take place at open annual meetings, and a balanced representation of community interests to be served shall be identified, and appropriate representatives included as Appointees to fill any vacancies between such elections.

The authorized number and qualifications of the members of the Advisory Board of the corporation, the manner of their admission, different classes of membership, if any, any voting or other rights and privileges of members thereof and any liability for dues and assessments as well as the method of collection thereof, may be set forth in the bylaws.

#### WAIVER OF NOTICE

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 the 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 Board. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without requirement of a meeting and that the Articles of PROFESSIONAL INNOVATIONS, INC.. and its By Laws shall authorize the Directors to so act.

Such a statement shall be prima facia evidence of authority.

ARTICLE XII  
COMPENSATION

No Director or Officer shall be paid for performing his or her duties as director or officer. If, however, a director or officer is duly selected to provide compensable direct, creative, supervisory, or administrative services for, or on behalf, of the Corporation as Executive Director, and, or to carry out the responsibilities for management and outreach of the Corporation, be appointed Medical or Psychiatric or Research Director, with clinical, administrative and outreach duties, etc. these persons may be compensated for this work at a fair market rate.

Providing also that a lawyer, physician, psychologist, or other trainer working on behalf of, and out of the Corporation, who brings in, teaches, or provides services for paying students, patients, clients, participants or trainees in authorized programs or clinics of the Corporation, may be paid at fair market rates, including a percentage of the fees generated by and paid for these programs or services, even though they are a Director, Officer or member of the Advisory Board. Such salaries or fees may be paid at the same rate as would be paid a stranger with equal training and experience and skills, providing the same professional services.

ARTICLE XXIII  
REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered <sup>and principal</sup> office of the

corporation is 2301 66th Terrace South, in the City of St. Petersburg, in the County of Pinellas, State of Florida. The name of its initial registered agent at such address is: Virginia A. Church, of that address, whose acceptance of this Agency is acknowledged by her signature below.

ARTICLE XIV  
DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this corporation any assets remaining after payment or provision for payment, of all just debts and liabilities of the corporation, shall be distributed only to a non profit fund, foundation, or corporation that is organized and operated exclusively for educational, charitable or scientific purposes.

ARTICLE XV  
INITIAL BOARD OF DIRECTORS

The names and residential addresses of the persons who are to serve as the initial directors are as follows:

Name	Address
Virginia Anne Church J.D., Ph.D.	2301 66th Terrace South St. Petersburg, Florida 33712
Joseph M. Ossorio, M.D.	2883 Pine Needle Road, Sarasota, Florida.
Diane Nichols	2500 52nd N. #79 St Petersburg, FL 33714
Wilda Ziga, R.N.	1819 Ridge Ave, Clearwater, Florida, 34615
Melissa Mince, J.D.	11985 97th Avenue N. Seminole, Florida 34642

ARTICLE XVI  
GOVERNANCE OF THE CORPORATION  
AND PAYMENT OF WORKING STAFF

Virginia Anne Church, J.D., Ph.D. shall be entitled to serve until retirement as Chairman or Co-Chairman of the

Board, and will initially serve as Executive Director and jointly as Director of Professional Training with Joseph M. Ossorio, M.D.. The latter shall serve as start up Medical Director and lead programs in the health, scientific and mental health areas.

The Corporation shall be governed by the Board of Directors, but shall be managed on a day to day basis by an Executive Director, or other paid administrator, as provided in the By Laws.

The Executive Director and, or the Board shall have the authority to hire or appoint other persons needed to operate the Corporation and develop, direct and teach programs, research or demonstration clinics or programs, etc., including administrative, clerical, accounting, maintenance, and, or specialized Staff or Professionals as their services are required and funded, provided that any pay for such positions must be approved by the Board.

Other employees, professional or lay, may be hired as needed, so long as the pay for each employee shall be directly related to actual services provided and necessary to be rendered for the benefit of goals established herein.

Salaries paid shall be determined by the Executive Director, subject to the approval of the Board, when fiscal needs and well being of the Corporation are involved, except where provided for by a direct grant, contract or specific donation by a third party or organization.

## OFFICERS

The Board of Directors shall elect the following officers: President, vice president, treasurer, and secretary, and Member-at-large who may be appointed or elected as provided in the by-laws, by out of state offices or affiliated corporations abroad, as well as such other officers as the By Laws of this corporation may authorize the Directors to elect from time to time.

These members at large shall have a vote in all major issues affecting the direction or business of the Corporation that could affect its theory or practices or theirs, but shall not be required to appear for meetings for a quorum to be had and their signatures will not be required for resolutions on domestic matters or waivers for them to have legal force and effect.

## INITIAL OFFICERS

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:

President: Virginia Anne Church, J.D., Ph.D. .  
2301 66th Terrace South  
St Petersburg, Florida 33712

Vice President:  
Joseph M. Ossorio, M.D.  
2388 Pine Needle Road  
Sarasota, Florida,

Secretary: Wilda Ziga, B.Sc.N.H., R.N., M.A.  
1819 Ridge Avenue  
Clearwater, Florida 34615

Treasurer: Diane Nichols  
St Petersburg, FLorida

Publications Director:  
Melissa Mince, J.D.

Directors at Large for the United Kingdom:

Rose Mabberly Potter, PN  
25 Bucklands Rd. Stafford, ST 16 1UE United Kingdom  
and  
Robert Lowman  
Hoar Croft Hall  
Burton-on-Trent, Derby, England

ARTICLE XVII  
INCORPORATORS

IN WITNESS WHEREOF, the Undersigned Incorporators have  
signed these Articles of Incorporation on this the \_\_\_\_ day of  
January, 1995 at St. Petersburg, in Pinellas County, Florida:

Name

Address

Virginia Anne Church  
Virginia Anne Church, J.D., Ph.D. 2301 66th Terrace South  
St. Petersburg, Florida 33712  
signing also as resident agent.

Wilda Ziga  
Wilda Ziga, B.Sc.N.H., R.N., M.A. 1519 Ridge Avenue  
Clearwater, Florida 34615

Diana Nichols  
Diana Nichols 2500 52nd Avenue N., #79,  
St. Petersburg, Florida,

Melissa Mince  
Melissa Mince, J.D. 11985 97th Avenue N.  
Seminole, Florida 34642