

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9071

101-222-9071



N9500001751

ACCOUNT NO. : 072100000032

REFERENCE : 579086 6162A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : April 13, 1995

ORDER TIME : 9:40 AM

ORDER NO. : 579086

100001455451

CUSTOMER NO: 6162A

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: THE INSTITUTE FOR HEALTH AND
HUMAN PERFORMANCE, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS: _____

FILED
95 APR 13 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN APR 13 1995

RECEIVED MAR - 8 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1995

WILLIAM A. BOYLES, ESQ.
GRAY, HARRIS & ROBINSON, P.A.
P.O. BOX 3068
ORLANDO, FL 32802-3068

The name THE NATIONAL INSTITUTE FOR HEALTH AND HUMAN PERFORMANCE, INC. has been reserved for 120 days beginning March 2, 1995. The reservation number is R9500000911 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Alan Crum

Letter number: 495A00009514



Florida Department of State, Jim Smith, Secretary of State
APPLICATION FOR RESERVATION OF CORPORATE NAME

GRAY, HARRIS & ROBINSON, P.A.

Printed Name of Applicant

Post Office Box 3068

Street or Post Office Box of Applicant

Orlando, FL 32802-3068

City, State, Zip of Applicant

(407) 843-8880

Telephone Number of Applicant

Pursuant to the provisions of section 607.0402, Florida Statutes, the undersigned hereby applies for reservation of the following name for a period of 120 days non-renewable. Filing fee for reservation: \$35.00

THE NATIONAL INSTITUTE FOR HEALTH AND HUMAN PERFORMANCE, INC.

GRAY, HARRIS & ROBINSON, P.A.

By: William A. Boyles

Signature of Applicant

William A. Boyles, Esquire

Dated: February 27, 19 95

NOTE: If Articles of Incorporation are to be submitted by someone other than applicant, written consent must accompany Articles.

FOR OFFICE USE ONLY

Reservation number _____

Name Availability _____

Updater _____

(Initial & Date)

Update Verifier _____

Name has been reserved for
120 days non-renewable as of
_____ \$35 received.

(See reverse side for more information)

ARTICLES OF INCORPORATION
OF
THE INSTITUTE FOR HEALTH
AND HUMAN PERFORMANCE, INC.

FILED
95 APR 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be THE INSTITUTE FOR HEALTH AND HUMAN PERFORMANCE, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

1. To establish, endow, maintain and operate facilities, primarily, but not exclusively, for the scientific purpose to engage in research to improve and develop the health, the performance, and potential of individual human beings, including, but not limited to, the ability of individuals to perform career related tasks more efficiently and effectively under normal and stressful conditions, the performance of individuals in competitive situations, the performance of police, military and paramilitary duties by individuals; the prevention of debilitating disease in individuals, and the development of health care regimes to prevent disease and disability in individuals; and the dissemination of the results of said

research to the interested public through the use of journals, educational materials and other trade publications, and to carry on educational activities related thereto; to encourage and promote the enhancement of the health of individual human beings and of human performance in all situations; to engage in and promote research into the improvement of the health of individual human beings and their performance and potential in all situations; and to engage in other activities incidental to the foregoing objects and purposes.

2. To solicit, receive and administer funds for scientific and educational purposes in general and particularly related to the development of preventative medicine, human performance and human potential as set forth herein and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principle or the income thereof in such manner as, in the judgement of the directors, will best promote the purposes of the corporation without limitation, except such limitation, if any, as may be contained in the instrument under such property is received, this Certificate of Incorporation, the By-Laws of the corporation, or any laws applicable thereto.

3. Without limiting the generality of the foregoing, one of the principle purposes of the corporation shall be developing education opportunities for interested parties through engaging in publishing and circulating scientific research, reports, pamphlets, and other printed matter dealing with scientific, literary and educational subjects in general and specifically dealing with the development of preventative medicine, human performance and human potential.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or

otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as

hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the corporation shall consist of:

(a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.

(b) To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.

(c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation.

Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Dr. Nicholas Hull	President
Dr. Jack L. Groppel	Vice President/ Secretary
Dr. James E. Loehr	Vice President/ Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Nicholas Hull	9083 Lake Nona Road Orlando, Florida 32827
Dr. Jack L. Groppel	9083 Lake Nona Road Orlando, Florida 32827
Dr. James E. Loehr	9083 Lake Nona Road Orlando, Florida 32827

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the

annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street
Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles, Esq.

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

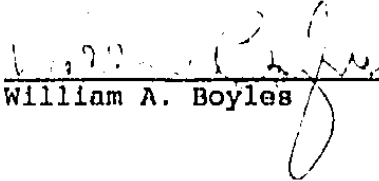
The principal office and/or mailing address of this corporation shall be: 9803 Lake Nona Road, Orlando, Florida 32827.

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

William A. Boyles

IN WITNESS WHEREOF, I have set my hand and seal this 12th day of April, 1995.



William A. Boyles

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of April, 1995, by WILLIAM A. BOYLES.



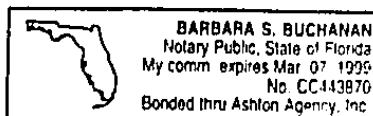
Signature of Notary Public

Barbara S. Buchanan

(Print Notary Name)

My Commission Expires: 3/2/99
Commission No.: CC 443870

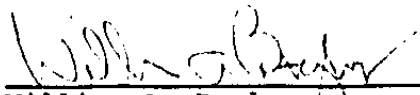
AFFIX NOTARY STAMP



☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of THE INSTITUTE FOR HEALTH AND HUMAN PERFORMANCE, INC., I hereby accept and agree to act in this capacity.



William A. Boyles

56/805/2

FILED
95 APR 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA