



DON COLBERT, M.D., P.A.  
DIPLOMATE AMERICAN BOARD OF FAMILY PRACTICE

**N96000005143**

July 31, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

400001911814  
-08/02/96--01064--005  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed is an original and one copy of our Articles of Incorporation. You will also find a check for \$122.50 for the required fees.

Please forward our certified copy to the address listed below.

Thank you in advance for your assistance.

Sincerely,

*Tammy Anderson*

Tammy Anderson  
Personal Assistant to Mary Colbert and Don Colbert, M.D.

Encl.

AUG 5 1996

*BSB*

*638, W96-16258  
707*

*Janet*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Fayed new page (1)*  
DATE *10/8/96*  
DOC. EXAM *BSB*

*(407)*

100 LAKESHORE DRIVE  
TELEPHONE 774-6100

ALTAMONTE SPRINGS, FLORIDA 32714

JUL-31-1996 16105

P.01

WILLIAM B. PRINGLE III  
ATTORNEY AT LAW  
SAND LAKE IV BUILDING  
SUITE 300  
7300 SAND LAKE ROAD  
ORLANDO, FLORIDA 32819

CONFIDENTIAL

MAILING ADDRESS:  
PO BOX 601888  
ORLANDO, FLORIDA 32860-1888

Fax No.: (407) 352-4515

TELEPHONE:  
14071 843-3701  
FACSIMILE  
14071 352-4515

FACSIMILE TRANSMISSION COVER SHEET

DATE: July 31, 1996

FAX#: 774-2963

TO: DON AND MARY COLBERT

ATTN:

FROM: WILLIAM B. PRINGLE, III

TOTAL NUMBER OF PAGES (including cover sheet) 6

Should you experience any difficulty with this transmission, please contact our office at (407) 843-3701 and ask for Janet.

Comment: Per our discussion, enclosed herewith is the revised Articles of Incorporation. In essence of time, you may wish to sign and forward directly to the Division of Corporations, being sure to include the following in your Federal Express package: Original Articles; One Copy of Articles; Check made payable to Division of Corporations in the amount of \$122.50 (includes fee for a certified copy). P.S. PLEASE BE SURE TO SIGN IN THE PRESENCE OF A NOTARY. SIGNATURES ARE REQUIRED ON PAGE 4 AND 5.

CONFIDENTIALITY NOTICE

The information contained in this facsimile message is confidential and is intended only for the use of the addressee named above. The information contained herein may be attorney-client privileged. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone, and return the original message to us at the above address via the U.S. Postal Service.



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 5, 1996

**DON COLBERT, M.D., P.A.**  
**C/O TAMMY ANDERSON**  
**100 LAKESHORE DRIVE**  
**ALTAMONTE SPRINGS, FL 32714**

**SUBJECT: DIVINE HEALTH, INC.**  
**Ref. Number: W96000016258**

We have received your document for DIVINE HEALTH, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

**Brenda Baker**  
**Corporate Specialist**

**Letter Number: 596A00037211**



DON COLBERT, M.D., P.A.  
DIPLOMATE AMERICAN BOARD OF FAMILY PRACTICE

October 4, 1976

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Attention: Ms. Brenda Baker

RE: W96000016258

Dear Ms. Baker:

Enclosed please find the corporation papers  
for Divine Health, Inc. They have been  
corrected as per your instructions.

Please do not hesitate to call me if you have  
any questions.

Sincerely,

A handwritten signature in cursive script that reads "Tammy Anderson".

Tammy Anderson  
Personal Assistant to Don Colbert, M.D.

/encl.

OCT-00-1996 09:56

P.01

WILLIAM B. PRINGLE III  
ATTORNEY AT LAW  
SAND LAKE IV BUILDING  
SUITE 300  
7300 SAND LAKE ROAD  
ORLANDO, FLORIDA 32819

MAILING ADDRESS:  
P.O. BOX 60122  
ORLANDO, FLORIDA 32860-1222

TELEPHONE:  
(407) 843-3701  
FACSIMILE:  
(407) 368-4414

Fax No.: (407) 352-4515

FACSIMILE TRANSMISSION COVER SHEET

DATE: October 8, 1996

FAX: (904) 487-6013

TO: STATE OF FLORIDA, DIVISION OF CORPORATIONS

ATTN: BRENDA BAKER

FROM: WILLIAM B. PRINGLE, III

TOTAL NUMBER OF PAGES (including cover sheet) 2

Should you experience any difficulty with this transmission, please contact our office at (407) 843-3701 and ask for Janet.

Comment: Per our telephone discussion this morning, enclosed herewith is the revised page 1. Please replace this new page with the incorrect page. Thank you for your help and assistance.

CONFIDENTIALITY NOTICE

The information contained in this facsimile message is confidential and is intended only for the use of the addressee named above. The information contained herein may be attorney-client privileged. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone, and return the original message to us at the above address via the U.S. Postal Service.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 OCT -8 AM 11:07

ARTICLES OF INCORPORATION  
OFDIVINE HEALTH, INC.  
(a Florida Not-For-Profit Corporation)ARTICLE I. NAME

The name of this corporation is DIVINE HEALTH, INC.

ARTICLE II. CORPORATE PURPOSE

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

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

a. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

b. For the purpose of educating on nutrition and/or nutritional products.

c. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) 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, as amended, including private foundations and private operating foundations.

ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

ARTICLE V. AUTHORIZED MEMBERSHIP CERTIFICATES

a. This corporation shall be authorized to issue 5,000 membership certificates.

b. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

c. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

#### ARTICLE VI. 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, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at Lake Mary, Florida, on January 12th of each year at 2:00 p.m., or at such other 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 one 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 and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Donald Colbert, M.D.  
327 North Dover Court  
Lake Mary, Florida 32746

Mary E. Colbert  
327 North Dover Court  
Lake Mary, Florida 32746

D.J. Daly  
327 North Dover Court  
Lake Mary, Florida 32746

b. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws 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:

President: Donald Colbert, M.D.  
327 North Dover Court  
Lake Mary, Florida 32746

Vice President and Treasurer: Mary E. Colbert  
327 North Dover Court  
Lake Mary, Florida 32746

Secretary: D.J. Daly  
327 North Dover Court  
Lake Mary, Florida 32746

#### ARTICLE VII EARNINGS AND 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, directors, 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 III hereof.

b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision 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)(3) 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).

d. 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 VIII. DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 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 a 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 IX. MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

#### ARTICLE X. SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

Donald Colbert, M.D.  
327 North Dover Court  
Lake Mary, Florida 32746

Mary E. Colbert  
327 North Dover Court  
Lake Mary, Florida 32746

D.J. Daly  
327 North Dover Court  
Lake Mary, Florida 32746

#### ARTICLE XI. AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, 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, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

**ARTICLE XII. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, or charitable 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 XIII. REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Mary E. Colbert  
327 North Dover Court  
Lake Mary, Florida 32746

**ARTICLE XIV. AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

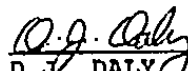
**ARTICLE XV. PRINCIPLE OFFICE**

The principle office address is 327 North Dover Court, Lake Mary, Florida 32746.

IN WITNESS WHEREOF, we, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 19<sup>th</sup> day of September, 1996.

  
DONALD COLBERT

  
MARY E. COLBERT

  
D.J. DALY

STATE OF FLORIDA  
COUNTY OF ORANGE

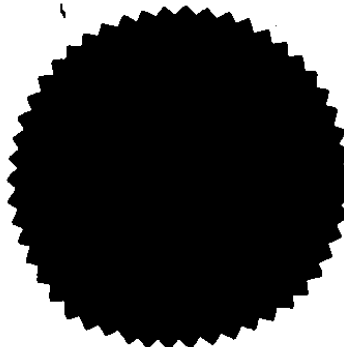
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared DONALD COLBERT, MARY E. COLBERT and D.J. DALY, who are personally known to me to be the persons who executed the foregoing Articles of incorporation, and who swore to and acknowledged before me that they executed those Articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 1st day of October, 1996.

Denise Burkhardt  
Notary Public  
My Commission Expires:



"OFFICIAL SEAL"  
Denise Burkhardt  
My Commission Expires 3/13/2000  
Commission #CC 539778



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that DIVINE HEALTH, INC. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named Mary E. Colbert, 327 North Dover Court, Lake Mary, Florida 32746, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said offices.

  
MARY E. COLBERT  
Registered Agent

{doc\corporate\colbert\divine.art}

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -8 AM 11:07

## SUBSCRIPTION AGREEMENT

OF

DIVINE HEALTH, INC.  
(a Florida Not-For-Profit Corporation)  
(FS \$ 607.0620)

The undersigned persons hereby agree to incorporate and form a new Florida corporation under the name of DIVINE HEALTH, INC., for the purpose of conducting and operating primarily in the following business:

For the purpose of educating on nutrition and/or nutritional products.

It is understood by the undersigned that the company will have a start-up capital in the total sum of Five Thousand Dollars (\$5,000.00), representing 5,000 authorized common shares having a par value of One Dollar (\$1.00) per share.

The undersigned Subscribers hereby agree with each other and with the Corporation as follows:

A. That they will purchase from the Corporation at par value, 5,000 shares.

B. That one hundred percent (100%) of the total par value of each subscription shall be paid in cash at the time this Agreement is executed, which shall be deposited in a special bank account to be located at First Union Bank.

C. The balance of the sums due for each subscription shall be paid in full, in such installments and at such times as may be determined by the Board of Directors.

D. Certificates for the above shares of stock will not be issued to the undersigned Subscribers until the full amount due for such shares of stock has been paid by each Subscriber, pursuant to Florida Statutes.

Dated at Lake Mary, Florida, this \_\_\_\_ day of September, 1996.

  
DONALD COLBERT

  
MARY E. COLBERT

  
D.V. DALY