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JOHNSON BLAKELY

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FLORIDA DIVISION OF CORPORATIONS  
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66002140

ACCT#: 0766

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NAME: AMERICAN ACADEMY OF BIOMECHANICAL TRAUMA, IN

AUDIT NUMBER.....H97000021379

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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PAGES..... 6

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JOHNSON BLAKELY

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904)922-3709 12/31/97 08:05 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 31, 1997

JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN

SUBJECT: AMERICAN ACADEMY OF BIOMECHANICAL TRAUMA, INC.  
REF: W97000028927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6925.

Barbara Brock  
Document Specialist

FAX Aud. #: H97000021379  
Letter Number: 197A00060949

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION  
OF  
AMERICAN ACADEMY OF BIOMECHANICAL TRAUMA, INC.  
A NONPROFIT CORPORATION**

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

**ARTICLE I  
NAME AND ADDRESS**

The name of this corporation is **AMERICAN ACADEMY OF BIOMECHANICAL TRAUMA, INC.** The mailing address of the corporation is: 1940 West Bay Drive, Suite 4, Largo, Florida 33770. The address of the corporation's principal office is: 1940 West Bay Drive, Suite 4, Largo, Florida 33770.

**ARTICLE II  
DURATION**

The duration of this corporation is perpetual.

**ARTICLE III  
PURPOSES, RIGHTS AND POWERS**

1. This corporation is organized and shall be operated as a corporation not for profit, exclusively for the purposes as described in Section 501(c)(6) of the Internal Revenue Code ("Code"). This corporation shall be an association of persons having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(6) of the Code.

Peter A. Rivellini, Esquire  
911 Chestnut Street  
Clearwater, FL 33756  
Phone: 813-461-1818  
Florida Bar #0067156

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4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

#### **ARTICLE IV** **LIMITATIONS**

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c)(6) of the Code.

#### **ARTICLE VI** **MEMBERS: DIRECTORS**

1. The Corporation shall have members whose qualifications and voting rights shall be set forth in this Corporation's Bylaws. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.
1. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.
2. The persons who shall serve until the first election of Directors are as follows:

Name	Address
1. Scott M. Baker	1000 South Belcher Road, Suite 12 Largo, Florida 33771
2. Scott L. Drizin	1940 West Bay Drive, Suite 4 Largo, Florida 33770
3. Jodi Walsh	10500 4 <sup>th</sup> Street North, Suite 808 St. Petersburg, Florida 33716
4. Nancy Corso	1187 South Hillsboro Mills, #616 Hillsboro Beach, Florida 33062
5. Warren Jahn	2950 Roxburgh Drive Roswell, Georgia 30076

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**ARTICLE VII  
OFFICERS**

1. **Officers.** The officers of this corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary, an Immediate Past President and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.
2. **Election and Term of Office.** Election requirements, procedures and terms of office will be defined by this Corporation's Bylaws.
3. **Powers and Duties.** The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.
4. **Initial Officers.** The persons who shall serve as officers until the first election of officers are as follows:

Name	Address
1. Scott M. Baker, President	1000 S. Belcher Road, Suite 12 Largo, Florida 33771
2. Scott L. Drizin, Vice-President	1840 West Bay Drive, Suite 4 Largo, Florida 33770
3. Jodi Walsh, Secretary	10600 4 <sup>th</sup> Street North, Suite 608 St. Petersburg, Florida 33716
4. Nancy Corso, Treasurer	1187 South Hillsboro Mile, #616 Hillsboro Beach, Florida 33062
5. Warren Jahn, Immediate Past President	2980 Roxburgh Drive Roswell, Georgia 30076

**ARTICLE VIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by affirmative vote of a majority of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by a majority of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

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**ARTICLE IX  
BYLAWS**

The Bylaws of this Corporation shall adopted at the first meeting of the Board of Directors by the affirmative vote of a majority of the Directors. The Bylaws may be amended or repealed by the affirmative vote of a majority of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by a majority of a quorum of the Directors.

**ARTICLE X  
INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

**ARTICLE XI  
INDEMNIFICATION**

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred by him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified; (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its own cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

**ARTICLE XII  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1940 West Bay Drive, Suite 4, Largo, Florida 33770, and the name of the initial registered agent of this Corporation at that address is SCOTT L. DRIZIN.

**ARTICLE XIII**

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**INCORPORATOR**

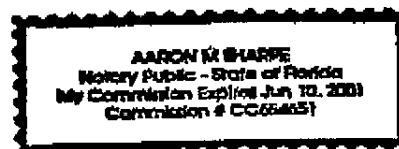
The name and address of the person signing these Articles are:

NameAddress

Scott L. Drizin

1940 West Bay Drive, Suite 4  
Largo, Florida 33770IN WITNESS WHEREOF, the undersigned has subscribed his name this 30<sup>th</sup> day of December, 1997, at Clearwater, Florida.

## WITNESSES:

Michael R. R...  
...  
STATE OF FLORIDA )  
COUNTY OF PINELLAS )Scott L. Drizin  
Scott L. DrizinSubscribed and sworn to before me on this 30<sup>th</sup> day of December, 1997, by  
SCOTT L. DRIZIN, who ☒ is personally known to me OR ☐ who has produced a  
\_\_\_\_\_ (type of identification) as identification.Aaron M. Sharpe  
(Signature of Notary Public)Aaron Sharpe  
(Print Commissioned Name of Notary  
Public)  
Date of Expiration and Number of Commission:

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, AMERICAN ACADEMY OF BIOMECHANICAL TRAUMA, INC., desiring to organize under the laws of the State of Florida, hereby designates SCOTT L. DRIZIN, located at 1940 West Bay Drive, Suite 4, Largo, FL 33770, Florida, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
SCOTT L. DRIZIN

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TALLAHASSEE, FLORIDA

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