

N98000001676

LAW OFFICES OF
DEAN HANEWINCKEL, P.A.

SEAFOAM VILLAGE
SUITE 110
2800 PLACIDA ROAD
ENGLEWOOD, FLORIDA 34224

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 2:26

(941) 697-8383

FAX (941) 697-8515

March 17, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

800002463498-4
-03/20/98-01068-015
****122.50 ****122.50

Re: Anew You Research, Inc.


Ladies/Gentlemen:

With regard to the above, enclosed please find original and copy of Articles of Incorporation, together with Certificate Designating Registered Agent, and our client's check in the amount of \$122.50, representing the following:

Filing fee	\$35.00
Certificate Designating Registered Agent	\$35.00
Certified Copy	\$52.50

We request that the Articles be filed and the enclosed copy be certified and returned to the undersigned. Thank you for your prompt attention to this request.

Sincerely,


Dean Hanewinckel

DH:rf

Enclosures

D. BROWN MAR 23 1998

ARTICLES OF INCORPORATION
OF

ANew YOU RESEARCH, INC.,
a Florida Not For Profit Corporation

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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 Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Anew You Research, Inc.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education of the public with regard to the effect of massage therapy on the health of elderly or geriatric persons.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will 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, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on 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.

ARTICLE IV

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. 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 dues and assessments and the method of collection thereof, shall be regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 280 E. Fray Street, Englewood, Florida 34223. The name of its initial registered agent at such address is Mary Jean Fitzgerald. The principal place of business is the same as the registered office.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

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 year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at such time and place 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 provisions 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 directors. 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 a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Residential Address</u>
Mary Jean Fitzgerald	280 E. Fray Street Englewood, Florida 34223
Kevin L. Barnes	311 Peary Road Venice, Florida 34293
Judith L. Alward	26485 Rampart Blvd., #A6 Punta Gorda, Florida 33983

ARTICLE VII

The name and address of the incorporator are: Mary Jean Fitzgerald, 280 E. Fray Street, Englewood, Florida 34223.

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice President, Secretary, Treasurer, and such other offices as the bylaws 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.

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to 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 XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for

education and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal law laws.

ARTICLE XII

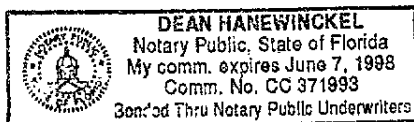
Amendment to these articles of incorporation may be adopted by the board of directors at a meeting of the board of directors by a majority vote of the directors then in office.

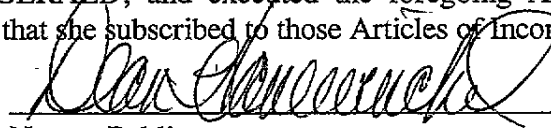
The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these articles of incorporation on March 17, 1998


MARY JEAN FITZGERALD

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on the 17th day of March, 1998, before me, a notary public duly authorized in the state and county aforesaid to take acknowledgments, personally appeared MARY JEAN FITZGERALD, and executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.




Notary Public

Personally known X OR Produced Identification _____
Type of identification Produced _____

To: The Department of State
Tallahassee, Florida 32314

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CERTIFICATE DESIGNATING REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the position of registered agent.

Dated: March 17, 1998.


MARY JEAN FITZGERALD, Registered Agent