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COLETTE K. MEYER⁶

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⁴ALSO ADMITTED IN NY
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E-MAIL ADDRESS
JCKEMPE@MSN.COM

May 4, 1998

Please respond to Jupiter Office

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: The Mind/Body Institute, Inc.
a Florida Not-For-Profit Corporation, Articles of Incorporation

100002513461--9
-05/06/98--01073--010
****122.50 ****122.50

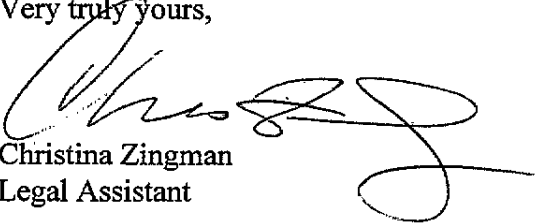
Dear Sir/Madam:

Enclosed, for filing, please find the Articles of Incorporation for the above referenced entity.

Also enclosed is our check in the sum of \$122.50 which represents the filing fee for same.

Lastly, please forward a copy of the document once filed, along with the Corporate Charter in the self addressed stamped envelope we have provided for your convenience.

Very truly yours,


Christina Zingman
Legal Assistant

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Encls.

cc: Mark Gocke, M.D. TALLAHASSEE, FLORIDA

SECRETARY OF STATE

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APPROVED
AND
FILED

B. BROCK MAY 8 1998

ARTICLES OF INCORPORATION
OF
THE MIND/BODY INSTITUTE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I
NAME

The name of the Corporation is The Mind/Body Institute, Inc.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code Subsection 501(h), or participating in, or intervening in including the publication 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 activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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TALLAHASSEE, FLORIDA

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(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Mark Gocke, M.D.	5935 190 th Court, No. Jupiter, Florida 33458
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John L. Fritz	1209 Kinglet Terrace Wellington, Fl 33414
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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 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 Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 210 Jupiter Lakes Blvd., Building 3000, Suite 203, Jupiter, Florida 33458. The initial registered agent of the Corporation at that address shall be Mark Gocke, M.D.

ARTICLE VI
MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VII
MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

ARTICLE VIII
NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE X
AMENDMENTS

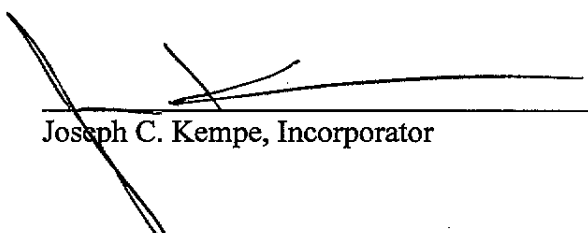
These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI
INCORPORATORS

The name and address of the subscriber of these Articles of Incorporation is:

Joseph C. Kempe, Esq.
1070 E. Indiantown Rd., Suite 400
Jupiter, Florida 33477

IN WITNESS WHEREOF, I have subscribed our names this 28 day of April, 1998.



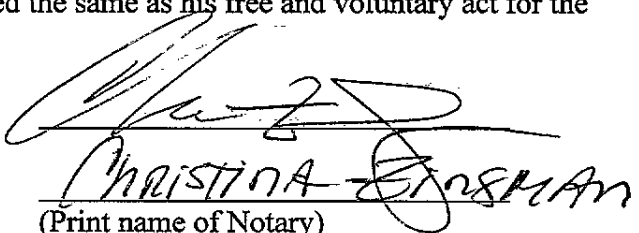
Joseph C. Kempe, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28 day of April, 1998, by Joseph C. Kempe, as Incorporator,

☒ who is personally known to me
☐ who has produced _____ as identification

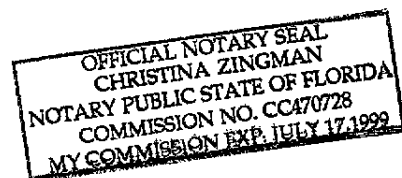
and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



(Print name of Notary)

Notary Public

Commission Number: _____




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

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

The Mind/Body Institute, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 210 Jupiter Lakes Blvd., Building 3000, Suite 203, Jupiter, Florida 33458, State of Florida, has named Mark Gocke, M.D., 5935 190th Court, Jupiter, Florida 33458, as its agent to accept service of process within Florida.

DATE: 4/28/98



Joseph C. Kempe, Incorporator

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.

DATE: 4/30/98




Mark Gocke, Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30 day of April, 1998 by Mark Gocke.

☒ who is personally known to me
☐ who has produced _____ as identification

and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.


Lorraine Bobbitt
(Print name of Notary)
Notary Public
Commission Number: _____

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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APPROVED
AND
FILED

