

N 980000004407

AUGUST, COMITER & KULUNAS P.A.
ATTORNEYS AT LAW

ONE CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE SOUTH
SUITE 1100
WEST PALM BEACH, FLORIDA 33401
(561) 835-9600
FAX (561) 835-9602

JERALD DAVID AUGUST
RICHARD B. COMITER
JOSEPH J. KULUNAS
JEFFREY L. RUBINGER

JAMES J. FREELAND
OF COUNSEL

July 22, 1998

Ms. Doris Brown
Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

600002603296--5
-07/31/98--01002--001
*****70.00 *****70.00

Re: The Perspectivism Foundation, Inc.

Dear Doris:

Enclosed herewith please find the original and one (1) copy of each of the following documents for filing:

- 1) Articles of Incorporation for The Perspectivism Foundation, Inc., a not-for-profit organization; and
- 2) Designation and Acceptance as Registered Agent of The Perspectivism Foundation, Inc.

Our check in the amount of \$70.00 to cover filing fees for a non-profit organization has also been included. Please stamp the enclosed copies evidencing your receipt of these originals and return in the envelope provided for your convenience.

Thank you for your attention to this matter.

Very truly yours,

Frances E. Phillips
Frances E. Phillips
Legal Assistant

;fep
Encl.

Frank GAVE
AUTHORIZATION BY PHONE TO
CORRECT *corrected*
DATE *7/30/98*
DOC. EXAM *TA*

FILED
98 JUL 30 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/30/98

**ARTICLES OF INCORPORATION
OF
PERSPECTIVISM FOUNDATION, INC.**

FILED
98 JUL 30 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associates himself for the purpose of establishing a corporation not-for-profit under the terms of Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I
NAME**

The name of the corporation shall be The Perspectivism Foundation, Inc. For convenience the corporation may be referred to in this instrument as the "Corporation".

**ARTICLE II
PURPOSE**

The Corporation, which is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), will have a primary purpose of supporting creative genius in the arts, education and sciences, and will support basic science research in areas such as thermonuclear fusion power, superconductivity, magnetogravitational regulatory mechanics in communications and travel, and bioelectromagnetics in medicine and agriculture. all references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

**ARTICLE III
POWERS**

The powers of the Corporation shall include and be governed by the following provisions:

The Corporation shall have all of the powers and duties given to non-profit corporations by the Florida Statutes, except as limited by these Articles, and the Corporation shall have all of the powers and duties reasonably necessary to carry out the purpose of the Corporation.

The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Articles of Incorporation and of the By-laws.

ARTICLE IV

LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE V

REGISTERED AGENT

The Registered Agent for the corporation shall be Joseph J. Kulunas, Esquire whose address is:

August, Comiter & Kulunas, PA
250 Australian Avenue South
West Palm Beach, Florida 33401

ARTICLE VI

DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) members, the exact number of directors to be fixed by the By-laws of the Corporation.

The number, term, manner of election, procedure for removal and the filling of vacancies on the Board of Directors shall be in accordance with the By-laws of this Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles and the By-laws of this Corporation until their successors are duly qualified and elected shall be:

Dr. Jerry Irving Jacobson
2006 Mainsail Circle
Jupiter, FL 33477-1418

Debra Maria Jacobson
2006 Mainsail Circle
Jupiter, FL 33477-1418

Dr. William S. Yamanshi
14550 Midwest Boulevard
Edmond, Oklahoma 73034

ARTICLE VII **INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reasons of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred; except that when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties such indemnification shall not lie. In the event of a settlement in any proceeding to which the director, officer or Corporation is a party, the indemnification described above shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII **BY-LAWS**

By-laws of the Corporation shall be adopted by the Board of Directors. Amendment, alteration, or rescission of said By-laws shall be accomplished at a duly constituted membership meeting held for that purpose, provided, however, that no amendment shall be effective unless approved by members representing at least two-thirds (2/3) of the total votes of the members of the Corporation.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the members called for that purpose by the directors upon fourteen (14) days prior notice and upon seventy-five percent (75%) of the votes cast at such meeting.

Amendments may also be made at a regular meeting of the membership upon notice given as provided in the By-laws of intention to submit such amendments to the membership. Any amendments proposed for a vote at a regular meeting of the members must be approved by seventy-five percent (75%) of the votes cast at such meeting.

ARTICLE X
OFFICE

The office street and mailing address of this Corporation shall be 2006 Mainsail Circle, Jupiter, Florida 33477-1418.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Joseph J. Kulunas, Esquire
August, Comiter & Kulunas, PA
250 Australian Avenue South
West Palm Beach, Florida 33401

ARTICLE XII
OFFICERS

The affairs of the corporation shall be managed by a President, Secretary and Treasurer. Additional officers charged with the execution of the affairs of the Corporation may be authorized by the Board of Directors. Officers of the Corporation shall be elected as provided in the By-laws of the Corporation.

The first officers of the corporation shall serve until such time as they resign, are removed,

or their successors are duly qualified and elected, and they shall be:

President Dr. Jerry Irving Jacobson
2006 Mainsail Circle
Jupiter, FL 33477-1418

Vice-President Debra Maria Jacobson
Secretary 2006 Mainsail Circle
Treasurer Jupiter, FL 33477-1418

Second Vice-President Dr. William S. Yamanshi
14550 Midwest Boulevard
Edmond, Oklahoma 73034

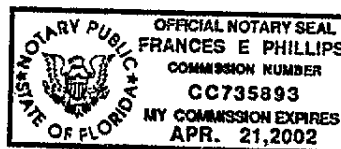
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of July, 1998.

Dr. Jerry Irving Jacobson
JERRY IRVING JACOBSON, President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27 day of July, 1998 by Jerry Irving Jacobson who is personally known to me or who has produced as identification and did/did not take an oath.


Frances E. Phillips
Notary Public, State of Florida
Name (printed): FRANCES E. PHILLIPS
My commission expires:



**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT
OF
THE PERSPECTIVISM FOUNDATION, INC.**

The Perspectivism Foundation, Inc. does hereby appoint Joseph J. Kulunas, Esquire, to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, Florida Statutes.

The undersigned is familiar with, and accepts, the obligation of that position.


JOSEPH J. KULUNAS, Resident Agent

FILED
98 JUL 30 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA