

BRODIE & PAWLUC
COUNSELLORS AT LAW

N99000000864

February 5, 1999

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

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-02/08/99--01070--003

122.50 **78.75

Re: Articles of Incorporation
THE INTERNATIONAL SOCIETY FOR ALTERNATIVE MEDICINE, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above not-for-profit corporation and a check in the amount of \$122.50 (\$35.00-filing fee, \$35-Registered Agent Designation, and \$52.50-certified copy). Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc
525 Camden Avenue
Stuart, FL 34994
Telephone: (561) 221-0110

Please note that the Articles provide for an effective date of February 5, 1999.

Thank you in advance for your attention to this matter.

Very truly yours,

Sonia M. Pawluc

Sonia M. Pawluc

Enclosures

P. Hall

FEB 12 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -8 PM 3:39

FILED

ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL SOCIETY FOR ALTERNATIVE MEDICINE, INC.

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99 FEB -8 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is THE INTERNATIONAL SOCIETY FOR ALTERNATIVE MEDICINE, INC., and it shall have perpetual duration.

ARTICLE II. ADDRESS

The street and mailing address of the principal office of the Corporation is 9413 S.E. Federal Highway, Hobe Sound, Florida 33455.

ARTICLE III. PURPOSE

This Corporation is a not for profit corporation. The general purposes for which this Corporation is formed are: (i) to promote and administer an educational forum to make the general public and medical health practitioners aware of various alternative health protocols for the promotion of health; (ii) to create partnerships between the health practitioners in the United States and those practicing in foreign venues such that information about emerging alternative health protocols may be easily exchanged; (iii) to promote teamwork among alternative health professionals and medical professionals for the purpose of fostering the most effective and least harmful treatment protocols; (iv) to promote a desire by the general public to learn about various alternative health care protocols; and (v) to promote research in selected alternative treatment modalities to assist in securing governmental approvals for their use.

For the accomplishment of the purposes herein stated, the Corporation may acquire, hold, own, manage, lease, mortgage or otherwise dispose of real and personal property of every kind and character and to accept gifts thereof from living persons and by will or otherwise, and to exercise all the rights, powers and privileges of a natural owner of such property.

Provided, however, that this Corporation is organized exclusively for charitable, educational and scientific purposes and shall operate exclusively for such 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.

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. BOARD OF DIRECTORS

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 never be fewer than three and the actual number and their election shall be as provided in the bylaws.

The directors named herein as the board of directors shall hold office until the next meeting of members. Directors elected at the next annual meeting, and at all times thereafter, shall serve as provided in the bylaws. Annual meetings shall be held on the first Tuesday in February of each year, beginning in 2000, at such place and time as the board of directors may designate by resolution.

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 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 initial directors are:

<u>Name</u>	<u>Residential Address</u>
Carl F. Firley	4976 S.W. Bimini Circle Palm City, Florida 34990
Kathryn L. Lytell, D.C.	4981 S.E. Pompano Terrace Stuart, Florida 34997
Sonia M. Pawluc	9650 South Ocean Drive, #1404 Jensen Beach, Florida 34957
Usha Sanghrajka	20 South Via Lucindia Stuart, Florida 34996

ARTICLE V. OFFICERS

The board of directors shall elect the following officers: president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be elected at the next annual meeting of the board of directors. Until such election is held, Dr. Kathryn L. Lytell shall serve as President, Carl F. Firley shall serve as Vice-President, Usha Sanghrajka shall serve as Treasurer and Sonia M. Pawluc shall serve as Secretary.

ARTICLE VI. MEMBERS

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The Corporation may 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 as regulated in the bylaws.

ARTICLE VII. REGISTERED AGENT

The street address of the registered office of the Corporation is 525 Camden Avenue, Stuart, Florida 34994. The name of its registered agent at such address is Sonia M. Pawluc.

ARTICLE VIII. BYLAWS

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 IX. NO BENEFIT

The property of this Corporation is irrevocably dedicated to purposes stated in these Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions if furtherance of the purposes set forth in Article III above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

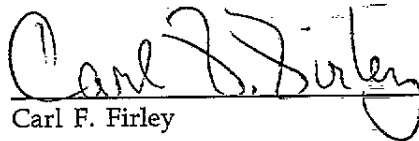
ARTICLE X. DISSOLUTION

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 The National Health Council, Inc., presently located in Washington, D.C., to be used in furtherance of the purposes set forth in Article III above, it being intended that no distribution or payment shall be made that will impair or destroy the tax exempt status of the Corporation or that will result in the denial of tax exempt status to donations, contributions, legacies, or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

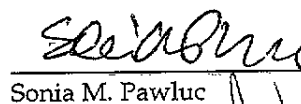
ARTICLE XI. AMENDMENTS

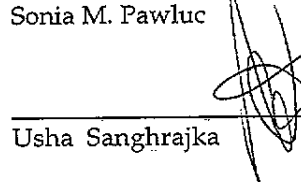
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and may be adopted by a vote of at least two-thirds as provided in the bylaws.

We, the undersigned, being the directors of this Corporation, have executed these Articles of Incorporation on February 5, 1999.


Carl F. Firley


Kathryn L. Lytell, D.C.


Sonia M. Pawluc


Usha Sanghrajka

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is THE INTERNATIONAL SOCIETY FOR ALTERNATIVE MEDICINE, INC.
2. The name and address of the registered agent and office is:

Sonia M. Pawluc
525 Camden Avenue
Stuart, Florida 34994

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

Dated: February 5, 1999



Sonia M. Pawluc, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA