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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Warfel, Goldberg, Dariotis & Waldoch
Requestor's Name
2120 Killarney Way
Post Office Box 12458
Address
Tallahassee, FL 32317 904/222-4000
City/State/Zip Phone #

Office Use Only

Attn: Lori

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Healing Arts Alliance, Inc. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION OF
HEALING ARTS ALLIANCE, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is Healing Arts Alliance, Inc.

ARTICLE II.

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III.

Purposes

The primary purpose for which this corporation is organized is to enhance and foster an understanding of alternative and complementary medical practices and healing arts. The corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing, sponsor meetings and forums for practitioners of alternative and complementary medicine and healing arts and for the general public, develop educational programs and materials, and otherwise promote the spread of, and study of, alternative and complementary medical practices and healing arts. The corporation shall not, as its primary activity, engage in a

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regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV.

Dedication of Assets

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Membership

Each member of the Board of Directors shall be a member of the Corporation. Any individual or business, paying dues and fees as provided in the bylaws, and agreeing to be bound by the articles and the bylaws, and by such rules and regulations as the Board of Directors may from time to time adopt, are eligible for membership in the corporation. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE VI.

Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent

The street address of the principal office of the corporation is 3380-A Trafalgar Square, Tallahassee, Florida 32301. The mailing address of the principal office of the corporation is Post Office Box 16341, Tallahassee, Florida 32317-6341.

The street address of the initial registered office of the corporation is 124 Salem Court, Suite A, Tallahassee, Florida 32301

The name of the initial registered agent at such address is Spencer Ingram.

ARTICLE VII.

Initial Directors

There shall be five directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is as follows:

Julia Howell, ARNP, 3380-A Trafalgar Square, Tallahassee, FL 32301

Kathryn Hansman-Spice, LMT, 9857 Waters Meet Drive, Tallahassee, FL 32312

Dr. Linda Walden, 91 Martin Luther King, Jr. Avenue, SW, Cairo, GA 31728

Louise Divine, 1706 Hall Drive, Tallahassee, FL 32303

Elizabeth Reimers, 1308 Betton Road, Tallahassee, FL 32312

ARTICLE VIII.

Incorporator

The name and address of the incorporator of this corporation is Timothy J. Warfel, 2120 Killarney Way, Tallahassee, Florida 32308.

ARTICLE IX.

Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a

presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

B. Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the

fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

E. The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

Management of Corporate Affairs

A. Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that such number may be increased by the addition of directors by unanimous action of the directors. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the members present and voting at a meeting of the members at which a quorum is present. Directors shall serve for two year terms. Terms shall be staggered in such a manner that the terms of an approximately equal number of directors expire each year. The initial board of director shall determine which three directors shall serve for a two year term and which two directors shall serve for a one year term by agreement or random selection. Each director shall serve until his or her successor is named by the board of directors.

B. Corporate Officers: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

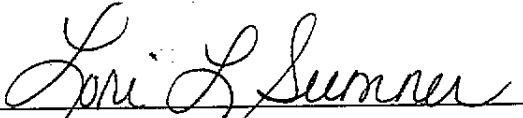
The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on June 27, 1999.


TIMOTHY J. WARFEL

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Timothy J. Warfel, who is personally known to me and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.


IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 29th day of June, 1999.


NOTARY PUBLIC
Printed Name: Lori L. Sumner
My commission expires MY COMMISSION # CC740198 EXPIRES
July 27, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

Healing Arts Alliance, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Spencer Ingram located at 124 Salem Court, Suite A, Tallahassee, Florida 32301 as its initial Registered Agent and Office.

BY: 
TIMOTHY J. WARFEL
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


SPENCER INGRAM

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