

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

FAILED BACK SURGERY AND WHIPLASH FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 9, 1999

JOHNSON, BLAKELY

SUBJECT: FAILED BACK SURGERY AND WHIPLASH FOUNDATION, INC.
REF: W99000020663

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VII BOARD OF DIRECTORS THE NUMBER (2) NEEDS TO SAY (3) DIRECTORS.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
FAILED BACK SURGERY AND WHIPLASH FOUNDATION, INC.
(A Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following:

ARTICLE I - NAME

The name of this corporation is FAILED BACK SURGERY AND WHIPLASH FOUNDATION, INC., hereinafter called the "Corporation".

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 7315 Hudson Avenue, Hudson, Florida 34667, which may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation shall be JULIUS J. ZSCHAU, JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A., 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

The purposes of the Corporation are:

- (1) to counsel, educate and console failed back surgery patients.

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Prepared by:
Julius J. Zschau, Esquire
911 Chestnut Street
Clearwater, Florida 33756
727-461-1818
FL Bar No. 0195685

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ARTICLE V - RESTRICTIONS

The following additional provisions are inserted for the regulation of the affairs of the Corporation:

A. The Corporation is organized to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

C. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private individuals, 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 the purposes set forth in Article IV hereof. No 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 in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, this Corporation will not conduct or carry on any other activities not permitted to be conducted or carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, and regulations issued pursuant thereto, as they now exist or may hereafter be amended, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or regulations issued pursuant thereto, as they may now exist or may hereafter be amended.

ARTICLE VI - MEMBERS

A. Membership in the Corporation shall be composed of two classes: Voting Members and General Members.

B. The Voting Members shall be as follows:

Alfred O. Bonati
Cecilia O'Ryan

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C. Additional voting members or replacements to voting members shall be appointed in accordance with the Bylaws.

D. General Members shall be all persons who apply to the Corporation for General Membership on forms adopted by the Corporation, and who further meet the requirements for General Members as adopted by the Board of Directors from time to time. General Members shall not be entitled to vote, nor shall they be considered in determining a quorum. The General Membership status of a person shall terminate annually on December 31st, unless renewed by action of the Board of Directors. The status of a person as a General Member may be terminated at any time upon majority vote of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Corporation. The number of Directors may be changed by amendment to the Bylaws of the Corporation. The minimum number of elected Board of Directors shall be three (3) and the maximum number of the elected Board of Directors shall be five (5). The Directors shall be elected at the annual meeting of the Voting Members. The terms of office of the Directors shall be for a one (1) year period. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Alfred O. Bonati	7315 Hudson Avenue Hudson, Florida 34667
Cecilia O'Ryan	7315 Hudson Avenue Hudson, Florida 34667
Julius J. Zschau	911 Chestnut Street Clearwater, Florida 33756

ARTICLE VIII - OFFICERS

The Corporation shall be administered by a President, Vice President, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Corporation. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Alfred O. Bonati	President	7315 Hudson Avenue Hudson, Florida 34667
Cecilia O'Ryan	Vice President	7315 Hudson Avenue Hudson, Florida 34667
Cecilia O'Ryan	Secretary	7315 Hudson Avenue Hudson, Florida 34667
Cecilia O'Ryan	Treasurer	7315 Hudson Avenue Hudson, Florida 34667

ARTICLE IX - EXECUTIVE COMMITTEE

The Board of Directors is authorized to designate an Executive Committee.

ARTICLE X - INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Julius J. Zschau	911 Chestnut Street Clearwater, FL 33756

ARTICLE XI - INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on them in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or officer of the Corporation, whether or not they are a Director or officer at the time such expenses are incurred. 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.

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ARTICLE XII - DURATION

This Corporation shall exist perpetually.

ARTICLE XIII - BYLAWS

The Bylaws of this Corporation shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded only upon the four-fifths (4/5ths) vote of the entire Board of Directors.

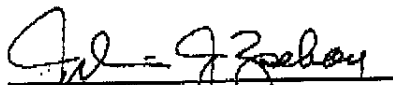
ARTICLE XIV - AMENDMENTS

These Articles of Incorporation shall only be amended or modified upon the four-fifths (4/5ths) vote of the entire Board of Directors.

ARTICLE XV - DISSOLUTION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and 170(c)(2) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this ____ day of September, 1999.



JULIUS J. ZSCHAU, Subscriber

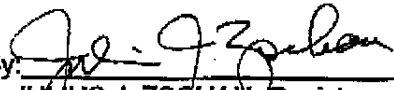
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FAILED BACK SURGERY AND WHIPLASH FOUNDATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this ____ day of September, 1999.

By: 
JULIUS J. ZSCHAU, Registered Agent

Registered Office:

911 Chestnut Street
Clearwater, FL 33756

Principal Corporation Office:

7315 Hudson Avenue
Hudson, Florida 34667

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