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**JOHN M. KELLER, P.A.**

**DANIEL B. MERRITT, JR., P.A.**

000002989640-4  
-09/17/99-01043-015  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

September 13, 1999

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Asthma Management Strategies, Inc. (Not for Profit Corporation)  
New filing

FILED  
99 SEP 17 PM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

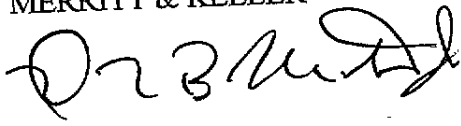
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Asthma Management Strategies, Inc., a Florida Not for Profit Corporation. Also enclosed is a check for \$78.50 payable to the Department of State to cover the filing fee and certified copy. Please forward the certified Articles to my attention.

If you have any questions, please feel free to contact me.

Sincerely,

MERRITT & KELLER



Daniel B. Merritt, Jr., Esq.

Daniel B. Merritt GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art 13 Remove Director  
DATE 9-22-99  
DCC. EXAM OB

OB  
9-22-99

ARTICLES OF INCORPORATION

FOR

ASTHMA MANAGEMENT STRATEGIES, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION

99 SEP 17 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

Section 1.1 **Designation.** The Corporation shall be a corporation not for profit pursuant to Chapter 617, Florida Statutes, and its name shall be:

ASTHMA MANAGEMENT STRATEGIES, INC.,

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II - DURATION

Section 2.1 **Perpetual Existence.** The Corporation shall have perpetual existence until dissolved by the laws of the State of Florida, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

Section 3.1 **Place of Business.** The principal place of business of the Corporation shall be located at 9841 McIntyre Road, Brooksville, Hernando County, Florida 34601, or at such other place as may from time-to-time be specified by the Board of Directors (the **Board**).

Section 3.2 **Mailing Address.** The Corporation shall maintain a mailing address as from time-to-time specified by the Board.

#### ARTICLE IV - PURPOSE

Section 4.1 Purposes. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and specifically to provide management strategies to individuals with lung diseases to decrease exacerbations thereof through individualized education and assistance and, further, for the purpose of engaging in all lawful activities permitted to a Corporation organized under Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, as in effect from time-to-time, that do not conflict with the purposes hereinabove stated.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in this article. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE V - OFFICERS, DIRECTORS AND ELECTIONS

Section 5.1 Officers and Directors. The affairs of the Corporation shall managed by the following officers:

President  
Vice-President  
Secretary  
Treasurer

Section 5.2 Elections. The procedure for election of the above officers and directors shall be as set forth in the bylaws of the Corporation as from time-to- time amended.

## ARTICLE VI - CORPORATE POWERS

Section 6.1 Powers. The Corporation shall have all the powers set forth in Chapter 617, the Florida Not for Profit Corporation Act, as in effect from time-to-time, including, but not limited to the following powers:

6.1.1 Succession. Have succession by its corporate name for the period set forth in its Articles of Incorporation.

6.1.2 Law suits. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

6.1.3 Corporate Seal. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "Corporation not for profit."

6.1.4 Officers. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

6.1.5 Bylaws. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.

6.1.6 Directors. Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than five but may be any number in excess thereof.

6.1.7 Contracts, Borrowing, and Mortgages. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

6.1.8 Conduct of Affairs. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

6.1.9 Property Ownership. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

6.1.10 Trademarks, Patents, and Copyrights. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

6.1.11 Transactions in Property. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

6.1.12 Transactions with Other Entities. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign Corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, government district, municipality, or of any instrumentality thereof.

6.1.13 Loans and Investments. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except a prohibited by section 617.0833, Florida Statutes.

6.1.14 Donations. Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

6.1.15 Necessary Powers. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

6.1.16 Merger. Merge with other Corporations both for profit and not for profit, domestic and foreign, if the surviving Corporation is a Corporation not for profit.

## ARTICLE VII - MEMBERSHIP

Section 7.1 Membership. The qualifications for membership, classes of membership, and the manner of admission, resignation, and discipline of members shall be as set forth in the bylaws of the Corporation as from time-to-time amended.

## ARTICLE VIII - COMMITTEES

Section 8.1 **Committees**. The basic committees, committee structure, committee formation, and duties of the various committees shall be as set forth in the bylaws of the Corporation as from time-to-time amended, or as otherwise specified by the Board.

## ARTICLE IX - VOTING POWER

Section 9.1 **Voting Power**. This Corporation is organized under a non-stock basis, and all voting power is vested in the members of the Corporation.

## ARTICLE X - DISSOLUTION

Section 10.1 **Dissolution**. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI - AMENDMENT

Section 11.1 **Procedure**. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon members is subject to this reservation.

ARTICLE XII - INITIAL REGISTERED AGENT AND ADDRESS

Section 12.1 Registered Agent and Address. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation is 9481 McIntyre Road, Brooksville, Florida, 34601, and Rebecca C. Haldeman, shall be the initial Registered Agent of the Corporation at that address.

ARTICLE XIII - NAMES AND ADDRESSES

Section 13.1 Names and Addresses. The names and addresses of the subscribers to these Articles of Incorporation at the time are as follows:

Rebecca C. Haldeman  
9481 McIntyre Road  
Brooksville, Florida 34601

IN WITNESS WHEREOF, the above-named individuals have hereunto subscribed their names this  
10th day of June, 1999.

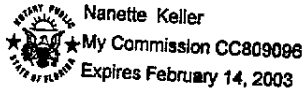
  
REBECCA C. HALDEMAN

STATE OF FLORIDA  
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 10<sup>th</sup> day of September, 1999, in the County and State aforementioned, personally appeared **REBECCA C. HALDEMAN**, the person, who, first being by me duly sworn, deposed and said upon her oath that she is the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, that she executed same for the purposes therein stated, and that her statements therein contained are accurate, true and correct; said person is either personally known to me or produced identification satisfactory to me (if Affiant produced identification, same is described as follows: At. Duval Avenue H455-737-55-600).

My Commission Expires:

Nanette Keller  
Nanette Keller (Printed Name)  
NOTARY PUBLIC, State of Florida



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

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

ASTHMA MANAGEMENT STRATEGIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9481 McIntyre Road, Brooksville, Florida 34601, has named **REBECCA C. HALDEMAN**, located at 9481 McIntyre Road, Brooksville, Florida, 34601, as its agent to accept service of process within the State of Florida.

Signature: Rebecca Haldean  
REBECCA C. HALDEMAN

Title: Incorporator

Date: 9/10/99



ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for ASTHMA MANAGEMENT STRATEGIES, INC., at the place designated in these Articles, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature Rebecca Haldeeman  
REBECCA C. HALDEMAN

Date 9/10/99

ast09079.art

FILED  
99 SEP 17 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA