



Prentice Hall Legal & Financial Services

ATTN: Andee (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Oral Motor Research & Therapy
Institute, Inc.

P95000015843

☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

(X) Walk in () Call if Problem () Will Wait (X) Pick up 2-27 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: DHL BY: Margaret
BRANCH RECEIVING: F2 BY: Andee
REF/JOB # 062-95-02624
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: 2/27 MAIL FAX FED EXP.
FILED: 2/27
SENT TO: BRANCH ☒ CLIENT _____
SPECIAL INSTRUCTIONS: _____

PL 3111 FEB 27 1995

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSANGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

STATE OF FLORIDA
DEPARTMENT OF STATE

Articles of Incorporation
of
Oral Motor Research & Therapy Institute, Inc.

FILED
95 FEB 27 11 09 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

I. The name of the corporation is:

Oral Motor Research & Therapy Institute, Inc.

II. 2.1 The street address of the principal office of the corporation is: **598B Riverside Drive, Coral Springs, FL 33071.**

2.2 The mailing address of the corporation is: **598B Riverside Drive, Coral Springs, FL 33071.**

III. 3.1 The corporation is authorized to issue capital stock to the extent of the following:

<u>Class</u>	<u>Series</u>	<u>Par Value</u>	<u>No. of Shares</u>
Common	Series A	\$0.01	10,000
Common	Series B	\$0.01	10,000

3.2 The designations, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of the above-designated series of shares shall be as follows:

3.2 (a) Equality. Except as provided in Subsection 3.2(d) (which shall control regarding the right to vote) there shall be no differences or distinctions between the qualifications, limitations, restrictions and the special or relative rights in respect of the Series A Common and Series B Common shares.

3.2(b) Dividends. The Series A Common and Series B Common shares shall entitle the holders thereof to receive dividends, but only such dividends as are from time to time declared by the Directors of the corporation. Any such receipt of, or right to, dividends, shall be non-cumulative in nature unless otherwise so determined by the Board of Directors.

In accordance with Subsection 3.2(a), all dividends shall be paid to the holders of the Series A Common and Series B Common shares pro-rata according to the respective holdings thereof with each such share being allocated thereto the same proportionate dividend as is allocated to all other shares. No dividend may be declared and/or paid upon either series of common shares unless a like dividend is declared and/or paid upon the other series of common shares.

3.2(c) Distribution on Dissolution or Liquidation. In accordance with Subsection 3.2(a), in the event of insolvency or involuntary or voluntary dissolution pursuant to any law now in effect or hereinafter enacted or in the event of the voluntary or involuntary liquidation of the corporation, all remaining assets and funds of the corporation available for distribution to the shareholders of the corporation shall be divided among and be paid to the holders of the Series A Common shares and Series B Common shares pro-rata according to the respective holdings thereof with each such share being allocated thereto the same proportionate distribution as is allocated to all other shares.

3.2(d) Voting.

(i) Series A Common. The holders of the Series A Common shares shall be entitled to one (1) vote for each share of Series A Common shares held. There are no restrictions or limitations on the voting rights of the holders of the Series A Common shares and such shares may be voted at any and all shareholder meetings and/or as otherwise provided by law.

(ii) Series B Common. The holders of the Series B Common shares shall not be entitled to vote on any matter or question whatsoever at any shareholder meeting or otherwise except that they shall be entitled to vote at any shareholder meeting on such matters or questions which applicable law specifies that the holders of Series B Common shares shall be entitled to vote upon,

regardless of any restrictions to the contrary in the Articles of Incorporation. In the limited instances (if any) that the voting rights are granted to the holders of the Series B Common shares, the holders of the Series B Common shares shall be entitled to one-tenth (1/10) of a vote for each share of Series B Common shares held.

(iii) Collective Voting. Except to the extent otherwise mandated by applicable law, in situations where the holders of the Series B Common Shares are entitled to vote, the holders of the Series A Common Shares and the Series B Common Shares shall vote collectively as a single class and not severally by series.

3.3 The Board of Directors of the corporation shall have no authority to alter or amend any of the designations, preferences, qualifications, limitations, restrictions and/or special or relative rights of any series of shares specified in these Articles of Incorporation.

IV. 4.1 The street address of the initial registered office of the corporation in the State of Florida is: **598B Riverside Drive, Coral Springs, FL 33071.**

4.2 The name of the initial registered agent of the corporation at the said registered office is: **Mordechai Holtzman.**

V. The name and address of the incorporator are as follows:

Scott H. Schley, Esq.
c/o Pelino & Lentz, P.C.
One Liberty Place, 32nd Floor
1650 Market Street
Philadelphia, PA 19103

VI. No holder of any of the shares of any class or series of the capital stock of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class or series of the capital stock of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class or series of the capital stock of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or

which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class or series of the capital stock of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

VII. The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

7.1 To carry on a general mercantile, industrial, investing and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire and assign contracts in respect of, acquire, receive, grant and assign licensing arrangements, options, franchises and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal and as sales, business, special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor and in any other lawful capacity, goods, wares, merchandise, commodities and unimproved, improved, finished, processed and other real, personal and mixed property of any and all kinds, together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

7.2 To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage and otherwise handle, and deal in and dispose of, as principal agent, broker and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages and securities as may lawfully be acquired, held or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of and generally deal in and with, as principal, agent, broker and in any lawful capacity, mortgages and other interests in real, personal and mixed properties; to carry on a general construction, contracting, building and realty management business as principal, agent, representative, contractors, subcontractor and in any other lawful capacity.

7.3 To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs and similar rights, trademarks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto;

(c) franchises, licenses, grants and concessions.

7.4 To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

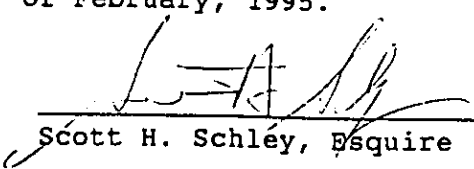
VIII. The duration of the corporation shall be perpetual.

IX. The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

X. Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

XI. The corporate existence shall begin as of the filing hereof.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 23rd day of February, 1995.



Scott H. Schley, Esquire

ACCEPTANCE BY REGISTERED AGENT

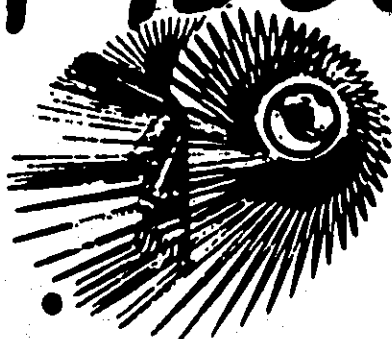
HAVING BEEN NAMED as registered agent to accept service of process for the above-named corporation at the place designated in the attached Article of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of 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.

IN WITNESS WHEREOF, the registered agent has hereunto set his hand and seal this 21st day of February, 1995.


Mordechai Holtzman

FILED
95 FEB 27 PM 9 47
FALLS CHURCH, VIRGINIA

1995 Oral Motor Research & Therapy Institute, Inc.



598 B RIVERSIDE DRIVE
CORAL SPRINGS, FLORIDA 33071
TEL.: (954) 753-6700
(800) 806-3066
FAX: (954) 755-7744

April 26, 1996

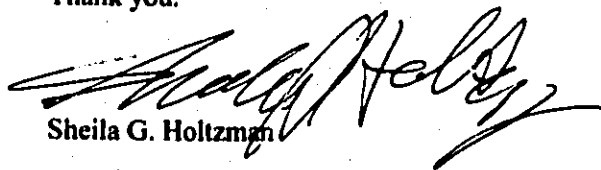
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

100001801441
-04/30/96--01085--018
*****35.00 *****35.00

Gentlemen:

Enclosed please find enclosed the Articles of Dissolution for Oral Motor Research & Therapy Institute, Inc. and a check number 6135 in the amount of \$35.00.

Thank you.


Sheila G. Holtzman

MEH/sr
encl

FILED
96 APR 29 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Uoldis

VS MAY 8 1996

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: DRAZ MOTOR RESEARCH + TECHNOLOGY
INSTITUTE, INC.

SECOND: The date dissolution was authorized: APRIL 8, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for

approval by _____."
(voting group)

Signed this 25 day of APRIL, 19 96.

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

MORDECHAI E. HOLTZMAN
(Typed or printed name)

PRESIDENT
(Title)