

DAVID J. FILLERUP  
ATTORNEY AT LAW  
LL.M. BUSINESS AND TAXATION

1801 OAK STREET, SUITE 162  
BAKERSFIELD, CA 93301  
(805) 334-2731

December 8, 1993

KRISTIN THORSON  
5700 STOCKDALE HIGHWAY, SUITE 100  
BAKERSFIELD, CA 93309.

Re: THE AMERICAN FIBROMYALGIA SYNDROME ASSOCIATION

Dear Kristin:

Enclosed are two conformed copies of each the Articles of Incorporation and Amendment of Articles for the above. One of these copies should be placed in the Minute Book and the other in your file. We have kept file copies of each.

I have sent copies of the Amendment of Articles to both Franchise Tax Board and IRS.

Very truly yours,

  
David J. Fillerup

Enclosures  
DJF:al

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(805) 334-2731

December 8, 1993

Internal Revenue Service  
EO Application Receiving  
Room 5127  
P O Box 486  
Los Angeles, CA 90053-0486

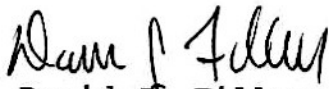
Case NO. 953225031  
File Folder NO. 958657690

Re: THE AMERICAN FIBROMYALGIA SYNDROME ASSOCIATION

Dear Madam or Sir:

Enclosed is a copy of Certificate of Amendment of Articles of  
Incorporation for the above.

Very truly yours,

  
David J. Fillerup

Enclosure  
DJF:al

DAVID J. FILLERUP  
ATTORNEY AT LAW  
LL.M. BUSINESS AND TAXATION

1801 OAK STREET, SUITE 162  
BAKERSFIELD, CA 93301  
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December 8, 1993

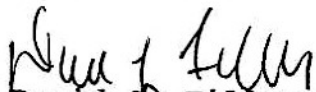
Franchise Tax Board  
P O Box 1286  
Rancho Cordova, CA 95741-1286

Reference: 340:APL:BH  
THE AMERICAN FIBROMYALGIA SYNDROME ASSOCIATION

Dear Madam or Sir:

Enclosed is a copy of Certificate of Amendment of Articles of  
Incorporation for the above.

Very truly yours,

  
David J. Fillerup

Enclosure  
DJF:al

1868388



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

OCT 25 1993



*March Fong Eu*

Secretary of State

1868388

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

OCT 22 1993

ARTICLES OF INCORPORATION

MARCH FONG EU, Secretary of State

**ONE:** The name of the corporation is **The American Fibromyalgia Syndrome Association.**

**TWO:** This corporation is a non-profit public benefit corporation and is not organized for private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes. The charitable purposes of the corporation are:

To support educational, scientific and charitable activities undertaken exclusively in connection with the fibromyalgia syndrome (FMS), all with the intent to help alleviate the suffering of people afflicted with this condition.

To encourage scientific research towards finding the cause and cure of this syndrome, as well as to promote public awareness and understanding of the fibromyalgia syndrome.

**THREE:** The name and address in the State of California of this corporation's initial agent for service of process is:

Kristin Thorson  
5700 Stockdale Highway, Suite 100  
Bakersfield, CA 93309.

**FOUR:** The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its

principal office, on petition therefor by the Attorney General, or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

**FIVE:** No substantial part of the activities of this corporation shall consist of the carrying on of propoganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

**IN WITNESS WHEREOF,** the undersigned, being the Incorporator of The American Fibromyalgia Syndrome Association, has executed these Articles of Incorporation on Oct. 20, 1993.

*Kristin Thorson*  
 KRISTIN THORSON, Incorporator

ACKNOWLEDGMENT

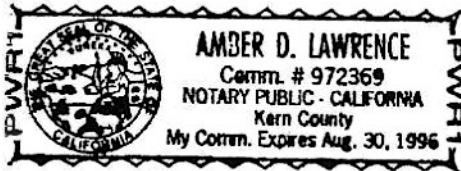
State of California }  
 }SS.  
 County of Kern }

On October 20, 1993, before me, Amber D. Lawrence, personally appeared Kristin Thorson personally known to me, or proved to me on the basis of satisfactory evidence to be, the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

NOTARY SEAL

WITNESS my hand and official seal.

*Amber D. Lawrence*  
 Notary Public



A439312



State  
of  
California  
OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

NOV 16 1993



*March Fong Eu*

Secretary of State

A439312

ENDORSED  
FILED

In the Office of the Secretary of State  
of the State of California

NOV 14 1993

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
THE AMERICAN FIBROMYALGIA SYNDROME ASSOCIATION

MARGM FONG EU, Secretary of State

Kristin Thorson certifies that:

1. I am the sole incorporator of The American Fibromyalgia Syndrome Association, and constitute 100% of the Incorporators of the Corporation, and at least a majority of the Incorporators of the Corporation.

2. No directors were named in the original Articles of Incorporation of said corporation, and no directors have been elected.

3. The corporation has no members.

4. I hereby adopt the Amendment of the Articles of Incorporation of the Corporation set forth in paragraph 5, below.

5. The Articles of Incorporation of The American Fibromyalgia Syndrome Association are amended to add the following ARTICLE SIX as follows:

"SIX: This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code."


DATED: Nov. 2, 1993

  
KRISTIN THORSON, Incorporator

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I, KRISTIN THORSON, declare under penalty of perjury that the statements contained in the foregoing Certificate of Amendment of Articles of Incorporation are true of my own personal knowledge, and I further declare that I am the person who executed the foregoing Certificate, which execution is my act and deed, and this declaration was executed on Nov. 2, 1993 at Bakersfield, California.

  
KRISTIN THORSON,  
Declarant and Incorporator