

# FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC.

## CONSTITUTION

### *Articles of Incorporation*

#### **ARTICLE 1. NAME**

##### **SECTION 1. NAME**

The name of the Association is FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC., a corporation not for profit, hereinafter referred to as "FSMTA", the "Corporation", or the "Association".

##### **SECTION 2. ORIGINAL INCORPORATION**

FSMTA was originally incorporated as: THE FLORIDA STATE MASSAGE ASSOCIATION, on August 22, 1939, recorded in Corporation Book 20 at Page 187, Public Records of the Clerk of the Circuit Court, Palm Beach County, Florida, File Number CL (Common Law) 8910.

##### **SECTION 3. SECOND INCORPORATION**

FSMTA was incorporated a second time as: FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC., a corporation not for profit (1985), filed on March 3, 1986, with Secretary of State, Corporate Division, Tallahassee, Florida, Corporation Document Number N13662. The Articles of Incorporation filed on March 3, 1986 are hereby restated as adopted on July 6, 2000 by majority vote of the FSMTA Executive Board and was adopted by the members on July 17, 2000.

##### **SECTION 4. DURATION AND DISSOLUTION OF CORPORATION**

The Corporation and this Association shall exist perpetually, unless dissolved in accordance with FSMTA Bylaws and all applicable laws.

#### **ARTICLE 2. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of FSMTA shall be that of the FSMTA Central Office, currently located at 1089 W. Morse Boulevard, Suite C, Winter Park, Florida 32789.

#### **ARTICLE 3. OBJECTIVES AND PURPOSES**

**The objectives and purposes of FSMTA include, but are not limited to:**

- A. To serve as a representative membership organization of the massage therapy profession;
- B. To serve as an official spokesman for and representative of the massage therapy profession in the State of Florida and to assist all reputable organizations of the profession throughout the world in carrying out compatible purposes, when such purposes are deemed compatible and in the best interests by the Executive Board as expressed in the Bylaws and Policy & Procedures;
- C. To develop and maintain standards of education, ethics and professional competency, health research programs, inter-professional relationships, and promote understanding of the massage therapy profession;
- D. To do all things necessary and proper in the interest of the massage therapy profession and its members in carrying out the foregoing purposes.

## **ARTICLE 4. MEMBERSHIP**

### **SECTION 1. MEMBERS**

- A. Members shall be licensed massage therapists or other persons of good moral character meeting the conditions of membership as set forth in the Bylaws of the Corporation.
- B. The Corporation is not organized for profit and does not afford pecuniary gain to its members. No part of the income of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or any private individual (except that reasonable compensation may be paid for services to or for the Corporation affecting one or more of its purposes).

### **SECTION 2. CHAPTERS**

The Corporation recognizes the rights of its members to organize such local chapters within the State of Florida as may be necessary or desirable in the accomplishment of the purposes of the Corporation. Such local chapters shall be organized, operated and recognized by the Executive Board according to procedures set forth in the Bylaws of this Corporation.

## **ARTICLE 5. GOVERNANCE**

**The FSMTA shall be managed and governed by its Executive Board and Executive Officers, who shall act on behalf of the FSMTA in accordance with this Constitution and FSMTA Bylaws.**

### **SECTION 1. EXECUTIVE BOARD**

- A. Elected directors shall include but not be limited to:
  - 1. the presiding Executive Officers who shall be voting members of the FSMTA, and be elected by the voting members in accordance with FSMTA Bylaws; and
  - 2. additional directors who shall be voting members of the FSMTA, and be elected regionally or statewide by voting members in accordance with FSMTA Bylaws.
- B. Appointed directors currently include the State Standing Committee Chairs who are voting members of the FSMTA, appointed by the State President and approved by a majority vote of the Executive Board, in accordance with FSMTA Bylaws.

### **SECTION 2. BYLAWS**

The Bylaws may be made, altered, or rescinded by the Executive Board pursuant to the procedure set forth in the Bylaws of the Corporation.

**SECTION 3. CONSTITUTIONAL AMENDMENTS**

- A. The Executive Officers of FSMTA are granted authority to amend the Constitution, being also the Articles of Incorporation, as to matters of error or omission of fact, or as required by law, to carry out the statutory duties of corporate officers, in accordance with FSMTA Bylaws.
- B. Any amendment which affects the intent of the Constitution, the basic foundation of the Association, or which diminishes the rights of FSMTA members shall require a two-third (2/3) majority of the number of voting members of the FSMTA present and casting a vote at the Annual Business Meeting, or if by mail vote the number of voting members casting ballots. Prior to presentation to membership, the Executive Board shall have approved the proposed amendment at a regular or special Board meeting by a two-thirds (2/3) majority vote.
- C. The Executive Board may adopt any other amendment by a two-third (2/3) majority vote at a regular Board meeting, or special meeting called for that purpose.
- D. The State Constitution & Bylaws Committee Chair shall transmit proposals for amendments to the Executive Board, for review, no later than fourteen (14) days prior to the next-scheduled regular meeting, or special meeting called for that purpose, to provide for reading prior to the vote.
- E. Notice of amendments shall be transmitted to each Executive Board member, appointed Administrative Officer, and Chapter Presidents not later than thirty (30) days from date of adoption.

**ARTICLE 6. REGISTERED AGENT**

The Registered Agent for the Corporation, authorized to accept all legal service of process for the Corporation shall be an administrative officer at the street address of the FSMTA Central Office. Currently, these are:

Lynn Hupp  
Executive Director

FSMTA Central Office  
1089 W. Morse Boulevard, Suite C  
Winter Park, FL 32789

**ARTICLE 7. INCORPORATORS**

\_\_\_\_\_  
Ronald A. Stephens  
FSMTA State President

\_\_\_\_\_  
Michael McGillicuddy  
FSMTA First Vice President

\_\_\_\_\_  
Elizabeth Hanselman  
FSMTA Second Vice President

\_\_\_\_\_  
Daniel Grief  
FSMTA State Secretary

\_\_\_\_\_  
Bob Smallwood  
FSMTA State Treasurer

DATE RESTATED 7/6/00

**2009 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT**

**FILED  
Jan 20, 2009  
Secretary of State**

**DOCUMENT#** N13662

**Entity Name:** FLORIDA STATE MASSAGE THERAPY ASSOCIATION, INC.

**Current Principal Place of Business:**

1870 ALOMA AVENUE  
SUITE 260  
WINTER PARK, FL 32789 US

**New Principal Place of Business:**

**Current Mailing Address:**

1870 ALOMA AVENUE  
SUITE 260  
WINTER PARK, FL 32789 US

**New Mailing Address:**

**FEI Number:** 59-2654594      **FEI Number Applied For ( )**      **FEI Number Not Applicable ( )**      **Certificate of Status Desired ( )**

**Name and Address of Current Registered Agent:**

HUPP, LYNN  
1870 ALOMA AVENUE  
SUITE 260  
WINTER PARK, FL 32789 US

**Name and Address of New Registered Agent:**

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: \_\_\_\_\_

Electronic Signature of Registered Agent

\_\_\_\_\_ Date

**OFFICERS AND DIRECTORS:**

Title: PD      ( ) Delete  
Name: GILBERT, MAUREEN  
Address: 3122 RIVER VILLA WAY  
City-St-Zip: MELBOURNE BEACH, FL 32951 US

Title: SD      ( ) Delete  
Name: LEHNERTZ, HEATHER  
Address: 325 PINE TREE DR  
City-St-Zip: INDIALANTIC, FL 32903

Title: M      ( ) Delete  
Name: HUPP, LYNN  
Address: 1870 ALOMA AVENUE SUITE 260  
City-St-Zip: WINTER PARK, FL 32789 US

Title: VD      ( ) Delete  
Name: PADGETT, MARION  
Address: 1107 IOWA AVE  
City-St-Zip: LYNN HAVEN, FL 32444 US

Title: VD      ( ) Delete  
Name: MCCONNELL, DEBORAH D  
Address: 14505 CYPRESS TRACE COURT  
City-St-Zip: FORT MYERS, FL 33919 US

Title: TD      ( ) Delete  
Name: HALL, CAROLYN  
Address: 7800 SE 121 PLACE  
City-St-Zip: BELLEVIEW, FL 34420 US

**ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:**

Title:      ( ) Change ( ) Addition  
Name:  
Address:  
City-St-Zip:

Title:      ( ) Change ( ) Addition  
Name:  
Address:  
City-St-Zip:

Title:      ( ) Change ( ) Addition  
Name:  
Address:  
City-St-Zip:

Title:      ( ) Change ( ) Addition  
Name:  
Address:  
City-St-Zip:

Title:      ( ) Change ( ) Addition  
Name:  
Address:  
City-St-Zip:

Title: TD      (X) Change ( ) Addition  
Name: ANDERSON, TERRY  
Address: 2233 HARRISON DR  
City-St-Zip: HOLIDAY, FL 34691 US

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears above, or on an attachment with an address, with all other like empowered.

SIGNATURE: LYNN HUPP

M

01/20/2009

Electronic Signature of Signing Officer or Director

\_\_\_\_\_ Date