

**ARTICLES OF INCORPORATION
OF THE
INTEGRATIVE MANUAL THERAPY ASSOCIATION**

(A Nonprofit Corporation)

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the individual named below causes the following Articles of Incorporation of the Corporation named below to be delivered to the Colorado Secretary of State for filing, and states as follows:

Article I

Name

The name of the Corporation shall be the Integrative Manual Therapy Association.

Article II

Period of Duration

This Corporation shall exist in perpetuity, from the date of filing of these Articles of Incorporation with the Secretary of State for the State of Colorado, unless dissolved according to law.

Article III

Purposes

This Corporation is organized exclusively for the purpose of promoting, within the meaning of 501(c)(6) of the Internal Revenue Code, the common business interests of practitioners of integrative manual therapy, and in this connection, subject to the restrictions set forth below, the specific objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows:

[a] to promote the welfare of practitioners engaged in integrative manual therapy, to professionalize their status, and to strive for recognition for integrative manual therapy as a method of delivering superior health care,

[b] to unflinchingly advocate for public access to integrative manual therapy by educating the general public and those in legislature by proposing, opposing, or lobbying for the advancement of legislation which affects the delivery of affordable health care and/or the safe practice of integrative manual therapy by practitioners trained in its methods, skills and techniques.

[c] to vigorously support the increase of public awareness of integrative manual therapy through education delivered via the Internet, internal and external publications, and the media,

[d] to encourage reciprocal cooperation between integrative manual therapy practitioners and various other health-related disciplines,

[e] to engage in activities which further the common interest of all integrative manual therapy practitioners that perform services,

[f] to foster a spirit of harmonious and cooperative efforts between practitioners and their patients, families and friends for the better understanding and more efficient rendering of services,

[g] to stimulate, support and further the development of evidence-based research in integrative manual therapy, its implementation and the innovative ways in which its technology can and will improve the lives of individuals through effective utilization,

[h] to embrace and embody high ethical standards through the establishment of standards of competence, promoting excellence in the practice of integrative manual therapy, and in formulating and maintaining a code of ethics for the profession,

[i] to enhance the study and practice of integrative manual therapy by establishing lectureships, scholarships, foundations, fellowships, and appropriate evaluation procedures,

[j] to provide educational seminars for the dissemination of Integrative Manual Therapy information, support access to formal education, training courses and programs, and to research and develop materials that support such educational efforts,

[k] to provide recognition to individuals who have delivered noteworthy service in the field of integrative manual therapy,

[l] to maintain and build the Integrative Manual Therapy Association's organizational strength, and to adopt and prescribe rules and regulations governing membership in such,

[m] to cultivate social intercourse among the Association's membership and to establish a central point of reference and action for members,

[n] to organize an annual integrative manual therapy conference which may include speaker presentations, panel discussions, workshops, demonstrations, and the exhibition of published materials,

[o] to provide leadership, education and support for the professional development of those who deliver integrative manual therapy,

[p] to provide practitioners with the opportunity for gaining continuing education, peer recognition and expanded development in the profession,

[q] to coordinate and direct the activities of common interest throughout established Regions, Chapters and Special Interest Groups, as well as to organize and promote the development and growth of such;

[r] to receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for the purpose of carrying out the preceding purposes of the Corporation,

[s] to do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

Article IV

Powers

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

Article V

Membership and Capital Stock

The Corporation shall have voting members, who shall have such rights, qualifications, powers and privileges as may be set forth in the bylaws of the Corporation.

Article VI

Board of Trustees

The management and affairs of the Corporation shall be under the control of a Board of Trustees. The Board of Trustees of the Corporation shall be composed of not less than twelve (12) more than twenty-two (22) Trustees, as may be fixed by the bylaws of the Corporation. Trustees shall serve for the terms stated in the bylaws of the Corporation. The names and addresses of the three (3) persons who shall serve as the initial Trustees of the Corporation until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided by the bylaws, or as such as the case may be, are as follows:

<i>Name</i>	<i>Address</i>
Lynda L. Quillen	1663 Cliffdale Lane Pueblo, CO 81006
Lisa R. Klein	4853 Cordell Avenue Apartment 419 Bethesda, MD 20814
Ellen H. Helinski	1 Leni Road Windham, NH 03087

Article VII
Liability of Trustees

No Trustee shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a Trustee, or for debts or obligations of this Corporation of any nature whatsoever, nor shall any property of a Trustee be subject to the payment of the debts or obligations of this Corporation, except that no Trustee's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following:

- [a] Any breach of the Trustee's duty of loyalty to the Corporation,
- [b] Any acts or omissions of the Trustee not in good faith or that involve intentional misconduct or a knowing violation of law,
- [c] The Trustee's assent to or participation in a loan by the Corporation to any Trustee or officer of the Corporation, or
- [d] Any transaction in which the Trustee received improper personal benefit.

This provision shall not limit the rights of Trustees of the Corporation for indemnification or other assistance from the Corporation, nor shall this provision restrict or otherwise diminish the provisions of C.R.S. Sections 13-21-115.7(2) and 13-21-116(2)(b) (concerning immunity of Trustees, except in the case of wanton and willful acts or omissions), any amendment or successor provision to such section, or any other law limiting or eliminating the liabilities of Trustees.

Any repeal or modification of the preceding provisions of this Article or any repeal or modification of the provisions of the Colorado Revised Nonprofit Corporation Act which permits the elimination of liability of Trustees by this Article shall not adversely affect any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such Trustee occurring prior to the time of such repeal or modification.

Article VIII
Bylaws

The Board of Trustees shall have the power to make such bylaws, as they may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

Article IX
Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article X

Principal Office, Registered Office and Registered Agent

The address of the principal office for the transaction of the business of the Corporation in the State of Colorado shall be 2087 South Grant Street, Denver, Colorado 80210. The address of the initial registered office of the Corporation is 2087 South Grant Street, Denver, Colorado 80210 and the name of the registered agent at such address is Victoria L. Pilkington. Either the registered office or the registered agent may be changed in the manner permitted by law.

Article XI

Change in Articles of Incorporation

The Board of Trustees of this Corporation shall have the right from time to time on the vote of two-thirds of the Directors, and not otherwise, to dissolve the Corporation or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute.

Article XII

Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Trustees shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to, or for, the benefit of such organization or organizations as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction.

Article XIII

Internal Revenue Code

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

Article XIV

Incorporator

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are:

Victoria L. Pilkington
2087 South Grant Street
Denver, Colorado 80210
Telephone: (303) 778-9887
Fax: (303) 778-0378
tori@IMTAssociation.org

The Secretary of State may contact the following authorized person regarding this document:

Victoria L. Pilkington
Chief Executive Officer
Integrative Manual Therapy Association
2087 South Grant Street
Denver, Colorado 80210
Telephone: (303) 778-9887
Fax: (303) 778-0378
tori@IMTAssociation.org

The electronic mail and/or Internet address for the entity are:

Email: tori@IMTAssociation.org
Web site: www.IMTAssociation.org