

**ARTICLES OF ASSOCIATION
OF
MitoZen PMA**
(A Private Membership Association)

ARTICLE I

Declaration of Purpose

1. This Association of members hereby declares that our main objective is to maintain and improve the civil rights, constitutional guarantees, and political freedom of every member and citizen of the United States of America. We believe and affirm that the Constitution of the United States is one of the best documents ever devised by man, and the signers of the Declaration of Independence did so out of love for their country.

2. We believe that the First Amendment of the Constitution of the United States of America guarantees our members the rights of free speech, petition, assembly, right to contract, and the right to gather together for the lawful purpose of advising and helping one another in asserting our rights under the federal and state constitutions and statutes. We strive to maintain and improve the civil rights, constitutional guarantees, freedom of choice in health care and political freedom of every member of this Association.

IT IS HEREBY Declared that we are exercising our right of “freedom of association” as guaranteed by the First and Fourteenth Amendments of the U.S. Constitution and equivalent provisions of the various state constitutions. This means that our Association activities are restricted to the private domain only.

3. We declare the basic right of all our members to select spokesmen from our number who could be expected to give wisest counsel and advice concerning the need for physical and mental health care assistance and to select from our number those members who are the most skilled to assist and facilitate the actual performance and delivery of care.

4. We proclaim the freedom to choose and perform for ourselves the types of therapies and modalities that we think best for assessing and preventing illness of our minds and bodies and for achieving and maintaining optimum wellness. We proclaim and reserve the right to include health options that include, but are not limited to, cutting edge modalities and therapies practiced or used by any types of healers or therapists or practitioners the world over, whether traditional or nontraditional, conventional or unconventional.

5. The mission of our Association is to provide members with the highest level of quality care and the most effective methods available. We emphasize our member's health condition, and not merely the symptoms experienced. Our Association understands that wellness has many dimensions and strives every day to stay on the leading edge of new technology. The Association provides comprehensive, conventional, complementary, alternative care and advanced technologies for all aspects of a member's health and provides the most effective means of care at an affordable fee. More specifically, our Association provides members with health and wellness services and products to include health coaching programs, health-related treatments and health-related supplement protocols and supplements which may include nasal sprays, suppositories, eyedrops and liposomal oral products. In addition, educational seminars, online educational material, health-related articles, video content and live events will be accessible and available for the benefit to its members.

6. The Association will recognize any person (irrespective of race, color, or religion) who is in agreement with these principles and policies as a member and will provide a medium through which its individual members may associate for actuating and bringing to fruition the principles and purposes heretofore declared.

ARTICLE II

Name and Status

1. The name of this national membership association shall be MitoZen PMA, hereinafter referred to as "Association". The Association is formed under common law and forms no legal entity distinct from that of its members for litigation purposes.

ARTICLE III

Membership and Dues

1. Membership shall be open to any person which or who adheres to the principles and purposes of this Association identified in Article I.
2. A one-time lifetime fee for membership may be offered at Ten Dollars (\$10.00) or more. Additional assessments may be made at any time for services or benefits rendered. Honorary memberships may be offered and recognized until December 31, 2022.
3. This membership does not entitle a member to any interest in the Association or management thereof, and a member will not be responsible for any debts, obligations, liabilities, judgments, or lawsuits of the Association.
4. The Trustee(s) shall have the right to sanction a member upon unanimous vote of the Trustee(s), after a hearing of the facts where the member may or may not be present after notification. The sanctions include removal from active membership or imposition of any other special and necessary conditions upon any member either discrediting or bringing harm to the Association in any manner.

ARTICLE IV

Officers and Their Duties

1. All officers shall be members of the Association.
2. The officers shall be President, Vice-President and Secretary-Treasurer.
3. Officers shall be appointed and removed by the Trustee(s). Officer positions may be vacant for any period of time. The Trustee(s) may serve as Officers.

4. The President, or in his absence, the Vice-President, shall preside over all membership meetings of the Association, manage all affairs as an agent and defend all actions for and against the Association and its members.

5. The Vice-President's duties are the same as the President's and the Vice-President will serve at the pleasure of the President.

6. Secretary-Treasurer: The Secretary-Treasurer will record and maintain minutes of all meetings and keep all records of the Association.

ARTICLE V

Trustees and Their Duties

1. All Trustee(s) will be members of the Association.

2. The Trustee(s) will assume control and the legal, financial and tax responsibility of the Association as the principal. The Trustee(s) will set the compensation of the Officers, Trustee(s) and any other employees of the Association. The liability of the Association is limited to the assets and property of the Association and does not extend to the Trustee(s) individually.

3. The Trustee(s) may appoint a Special Trustee for the limited purposes of representing the Association in court or other legal proceedings as either plaintiff or defendant. The Trustee(s) may appoint a Special Trustee for the limited purposes of maintaining, preparing and filing all local, state and federal tax returns.

4. The Trustee(s) will have the power and responsibility to select from the membership the member(s) who will perform assistance in educating and administering treatment and care to fellow members in accordance with the Declaration of Purpose and to contract with them for such purpose. The Trustee(s) will not contract for any treatment or care that would constitute a clear and present danger of substantive evil.

5. The Trustee(s) will have the power and responsibility to determine levels of membership, levels of membership benefits, what benefits will be offered to all members free of charge and for what benefit and at what amount of cost to the member “special assessment” fees will be levied.
6. All official decisions and actions of the Association will be upon majority consent of the Trustee(s), memorialized by minutes.
7. The original Trustee of the Association will be: Patricia L. Kirscher, First Co-Trustee.
8. The Successor Trustee of the Association will be: John Lieurance, Successor Trustee.
9. In the event of death of the First Trustee or should she become mentally incapacitated and unable to perform her duties, the Successor Trustee shall assume the position of First Trustee.
10. When the Association membership achieves three thousand (3,000) members, they will have the power to replace with a member of their own choice the Trustee and her Successors upon at least three-fourths (3/4) majority vote.

ARTICLE VI

By-Laws

1. By-laws may be adopted by the Association for the purpose of carrying out the Association’s Declaration of Purpose. The Board of Trustee(s) may promulgate and adopt by-laws by unanimous consent which will have the same force and effect as the Articles of the Association provided that said by-laws do not contravene the Articles of Association and provided that said by-laws may be repealed by two-thirds (2/3) majority vote of the members.

ARTICLE VII

Amendments

1. The Articles of Association may be amended upon unanimous consent of the Trustee(s). The proposed amendments will be submitted to the members for their ratification. If there is ratification by at least three-fourths (3/4) of the total number of members that existed at the time the amendment was first submitted, then at a stated date within one year after passage of the amendment, the amendment will become a part of the Articles of Association and be binding upon all the members.

ARTICLE VIII

Dissolution

1. The Association will terminate upon the death of the last remaining member or upon unanimous decision of the Trustee(s) ratified by at least three-fourths (3/4) of the members. All assets and liabilities will then revert to the Trustee(s) at the time of dissolution.

ARTICLE IX

Construction and Interpretation of These Articles

1. Any reference in these Articles to the masculine also includes the feminine when appropriate and any reference in these Articles to the singular also includes the plural when appropriate.

2. These Articles of Association will be construed and interpreted under the laws of the State of Florida.

THEREFORE, the following Special Honorary Charter Members do hereby associate themselves for the purposes and aims stated herein and hereby affix their hands and seals in witness whereof this ____ day of _____, 2022 and do jointly declare that this Association has been duly created.

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____