

Nominating Committee Charter

PainCare Holdings, Inc.

Membership

The Nominating Committee of the Board of Directors of PainCare Holdings, Inc. shall consist entirely of directors who the Board determines are “independent” in accordance with American Stock Exchange listing standards. The members of the Committee shall be appointed and may be removed by the Board.

Purpose, Authority and Responsibilities

The purpose of the Committee shall be to identify qualified individuals to become Board members, to make recommendations to the Board concerning the appropriate size, function, needs and composition of the Board and its Committees and to advise the Board on corporate governance matters, including developing and recommending to the Board the Company’s corporate governance principles.

In the furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- to review the qualifications of candidates for director identified by the Committee or suggested by Board members, stockholders, management and others in accordance with criteria recommended by the Committee and approved by the Board;
- to consider the performance of incumbent directors and other relevant factors in determining whether to nominate them for reelection;
- to recommend to the Board a slate of nominees for election or reelection to the Board at each annual meeting of stockholders;
- to recommend to the Board candidates to be elected to the Board as necessary to fill vacancies and newly created directorships;
- to make recommendations to the Board as to determinations of director independence;
- to recommend to the Board retirement policies for directors;
- to make recommendations to the Board concerning the function, composition and structure of the Board and its committees;
- to recommend to the Board directors to serve as members of each committee of the Board;
- to develop and recommend to the Board set of corporate governance principles and to review and recommend changes to those principles, as necessary;
- to advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees of the Board;

- to develop and recommend to the Board and oversee an annual self-evaluation process for the Board;
- to evaluate the Committee's performance at least annually and report to the Board on such evaluation;
- to review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board;
- to periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval; and
- to perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate.

Procedures

The Committee shall meet as often as it deems is appropriate to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum. The chair of the Committee, in consultation with the other Committee members, shall set meeting agendas. The Committee shall report its actions and recommendations to the Board.

The Committee shall have the sole authority to retain and terminate any search firm assisting the Committee in identifying director candidates and to retain counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and terms of any advisors that it retains.

The Committee may delegate its authority to subcommittees or the chair of the Committee when it deems appropriate.