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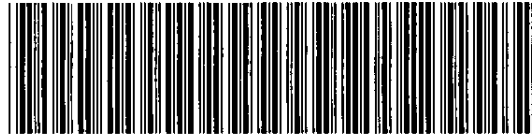
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restated*  
C. COULLIETTE  
FEB 12 2009  
EXAMINER

Pennington  
Moore  
Wilkinson  
Bell &  
Dunbar P.A.  
ATTORNEYS AT LAW  
www.penningtonlaw.com

Howard E. "Gene" Adams  
Attorney at Law

(850) 222-3533  
[gene@penningtonlaw.com](mailto:gene@penningtonlaw.com)

February 11, 2009

Florida Department of State  
Division of Corporations  
P.O. Box 1500  
Tallahassee, FL 32302-1500

**VIA HAND DELIVERY**

Re: Restatement of Articles of Incorporation of  
Florida Physical Therapy Association, Inc.

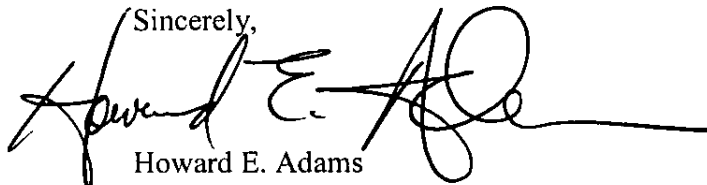
Dear Sir/Madam:

Enclosed with this letter, please find the following items:

1. Restatement of the Articles of Incorporation of Florida Physical Therapy Association, Inc.
2. Resolution of the Florida Physical Therapy Association, Inc.  
Board of Directors Formal Meeting held January 17, 2009
3. Check in the amount of \$43.75 for the cost of filing and one certified copy.
4. Return addressed, stamped envelope for return of certified copy.

Please file the Restatement of the Articles of Incorporation. I would appreciate a stamped, file copy in return. Please do not hesitate to contact our office should you need further information or if I can be of further service.

Sincerely,



Howard E. Adams

Enclosures

cc: Craig Crosby

HEA/kra  
Ltr. Div. of Corporations

RESTATEMENT OF THE  
ARTICLES OF INCORPORATION  
OF

FLORIDA PHYSICAL THERAPY ASSOCIATION, INC.

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (the "Act") of the State of Florida, hereby certifies:

**ARTICLE I:** The name of the corporation shall be Florida Physical Therapy Association, Inc. (the "Corporation").

**ARTICLE II:** The street address of the principal office and mailing address of the Corporation shall be 2104 Delta Way, Suite #7, Tallahassee, Florida 32303.

**ARTICLE III:** The Corporation shall be a nonprofit organization qualifying under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. To promote the common good and general welfare of all citizens of the State of Florida; and
- B. To promote the art and science of medicine through an understanding and utilization of the functions and procedures of physical therapy in the prevention, treatment or alleviation of human ailments, and the maintenance of or restoration of health, and to cooperate with the American Physical Therapy Association in its efforts so to do; and
- C. To meet the physical therapy needs of society, to meet the needs and interests of its members, and to develop and improve the art and science of physical therapy, including its practice, the education of the public, and physical therapy research to improve the science of physical therapy.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

**ARTICLE IV:** The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

**ARTICLE V:** The name and address of the Incorporator is: Kenneth Jacobs, Secretary, 3076 Bell Grove Road, Tallahassee, Florida 32308.

**ARTICLE VI:** The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII:** The registered agent of this Corporation shall be Randall C. Crosby. The address of the registered agent shall be 2104 Delta Way, Suite #7, Tallahassee, Florida 32303. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VIII:** The business of the Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected and shall have such voting rights as provided in the Bylaws. The names and street addresses of the initial directors are as follows:

<u>Officer/Directors</u>	<u>Address</u>
<b>President:</b> Catherine Patla	19 Dolphin Drive St. Augustine, FL 32080-4530
<b>Vice President:</b> Tracey Estok	22310 County Road 455 Howey in the Hills, FL 34737
<b>Secretary:</b> Kenneth Jacobs	3076 Bell Grove Road Tallahassee, FL 32308

**Treasurer:**

Steve Musco

1200 Brandt Drive  
Tallahassee, FL 32308-5211

**ARTICLE IX:** The corporation shall have a President, a Vice President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. Those additional officers shall be in the by laws and shall have such voting rights as provided in the bylaws. The same person may hold any two or more offices. The office, names and addresses of the initial officers are:

**President:**

Catherine Patla

19 Dolphin Drive  
St. Augustine, FL 32080-4530

**Vice President:**

Tracey Estok

22310 County Road 455  
Howey in the Hills, FL 34737

**Secretary:**

Kenneth Jacobs

3076 Bell Grove Road  
Tallahassee, FL 32308

**Treasurer:**

Steve Musco

1200 Brandt Drive  
Tallahassee, FL 32308-5211

**ARTICLE X:** The Corporation may delegate the management of the Corporation to an Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and one at large member of the Chapter Board of Directors. The President, Vice President, Secretary and Treasurer shall serve two year terms and may be reelected. These terms shall be staggered as provided in the By-laws to provide continuity. The at large member of the Chapter Board of Directors shall be elected by the Chapter Board of Directors to the Committee for a term of one year and shall not be eligible for reelection.

**ARTICLE XI:**

(a) A contract or other transaction between the Corporation and one or more of its Directors or officers,

or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII:** Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(6) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(6) of the Code.

**ARTICLE XIII:**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or

investigative (other than action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.


(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in



paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 17<sup>th</sup> day of January, 2009, for the purpose of forming and restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State, in the State of Florida, the Restated Articles of Incorporation and certify that the facts herein stated are true.

  
Kenneth Jacobs, Incorporator

(Seal)

**RESOLUTION OF THE FLORIDA PHYSICAL THERAPY ASSOCIATION, INC.**

**BOARD OF DIRECTORS**

**FORMAL MEETING HELD JANUARY 17, 2009**

THE UNDERSIGNED, being Officers and Directors of the Florida Physical Therapy Association, Inc. (the Corporation), pursuant to Chapter 617, Florida Statutes, hereby consent to the following actions and adopt the following resolutions which shall be the actions and resolutions of the Corporation:

*WHEREAS, the Board of Directors finds that the restatement of the Articles of Incorporation is necessary in order to modernize the structure of the Association and to allow the Corporation to conform its Articles of Incorporation consistent with those of the American Physical Therapy Association; and*

*WHEREAS, the Board of Directors finds that it has the authority to restate its Articles of Incorporation pursuant to the powers of the Board of Directors and pursuant to Chapter 617, Florida Statutes; and*

*WHEREAS, the Board of Directors has caused Articles of Incorporation to be drafted, and such Articles were circulated widely both in writing and through electronic means; and*

*WHEREAS, such Articles of Incorporation as restated have been reviewed by the American Physical Therapy Association and found to be consistent with the goals and aims of the American Physical Therapy Association; and*

*WHEREAS, the Florida Physical Therapy Association now desires to adopt this restatement of Articles of Incorporation of the Florida Physical Therapy Association, Inc.*

**NOW THEREFORE, BE IT RESOLVED THAT:**

- 1. The Articles of Incorporation of the Florida Physical Therapy Association, Inc. as restated and attached hereto as Exhibit "A" are hereby adopted;*
- 2. The members of the Board of Directors have received notice of the proposed adoption of the restated Articles of Incorporation and have had opportunity for review and comment on the restated Articles;*

3. *The restatement of the Articles of Incorporation does not require further approval by the members of the Association;*
4. *The Secretary of the Association is hereby authorized and directed, along with the Executive Director of the Association to execute and file all documents required to effectuate the Restatement of the Articles of Incorporation with the Secretary of State or with such other officials as may be required by law;*
5. *The Restated Articles of Incorporation as attached hereto are hereby approved and shall from this date forward be effective and followed by the Corporation.*

The forgoing is hereby resolved by the Board of Directors of the Florida Physical Therapy Association, Inc. this 17<sup>th</sup> day of January, 2009.




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**Catherine Patla, President  
Director**




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**Tracey Estok, Vice President  
Director**



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**Kenneth Jacobs, Secretary  
Director**



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**Steve Musco, Treasurer  
Director**

(Seal)