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## COR AMND/RESTATE/CORRECT OR O/D RESIGN COMPREHENSIVE REHABILITATION CONSULTANTS, INC.

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**Amended and Restated  
Articles of Incorporation  
of**

**COMPREHENSIVE REHABILITATION CONSULTANTS, INC.**

FL Document #F56546

Pursuant to the provisions of Section 607.1006 and 607.1007 of the Florida Statutes, this Florida Corporation, acting through its Directors, has elected to amend and restate its Articles of Incorporation originally filed on December 1<sup>st</sup>, 1981, and thereafter amended on June 20<sup>th</sup>, 1988 and September 17<sup>th</sup>, 2018, respectively, and does hereby so state as follows:

**FIRST:** The Amended and Restated Articles of Incorporations were duly adopted by the shareholders and directors of the corporation on February 28<sup>th</sup>, 2019 pursuant to an Annual Meeting of the Shareholders and a Special Meeting of the Board of Directors on said date. The Shareholders and Directors have unanimously determined that the Articles of Incorporation shall be amended and restated as follows:

**ARTICLE I**

**NAME**

The name of this corporation is, and shall remain, **COMPREHENSIVE REHABILITATION CONSULTANTS, INC.** Any and all references to this corporation by any other prior name is hereby superceded and amended accordingly.

**ARTICLE II**

**EFFECTIVE DATE OF INCORPORATION AND TERM OF EXISTENCE**

The effective date of this incorporation shall be December 1<sup>st</sup>, 1981. This Corporation shall have perpetual existence, unless sooner dissolved according to law, and its existence shall commence on December 1<sup>st</sup>, 1981 as reflected in the Certificate of Incorporation issued by the Secretary of State of Florida on December 1<sup>st</sup>, 1981.

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**ARTICLE III****NATURE OF BUSINESS**

The general purposes for which this Corporation is organized are the following:

- A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV****CAPITALIZATION REQUIREMENTS**

There shall be no stated capitalization requirements. The amount of capital with which this Corporation shall continue to conduct business shall be determined from time to time in the sole discretion of the Board of Directors.

**ARTICLE V****CAPITAL STOCK**

The aggregate number of shares which this Corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock. Such shares shall be of a single class and shall have a ONE CENT (\$0.01) value per share.

**ARTICLE VI****SPECIAL PROVISION - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE VII****PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be located at 10250 SW 56th Street, Suite D-203, Miami, FL 33165 or at such other place of business as may be determined and fixed by the Board of Directors from time to time.

**ARTICLE VIII****INDEBTEDNESS**

The outstanding indebtedness of this Corporation shall be unlimited.

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**ARTICLE IX****DIRECTORS and OFFICERS**

The number of director of this Corporation shall be not less than three (3) nor more than five (5) as may be provided for in the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof. The names and post office addresses of the current Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>
Darlene Carruthers	10250 SW 56 <sup>th</sup> St., Suite D-203, Miami, FL 33165
Patricia Evans	10250 SW 56 <sup>th</sup> St., Suite D-203, Miami, FL 33165
Martha Cano	10250 SW 56 <sup>th</sup> St., Suite D-203, Miami, FL 33165

In conformity with the Bylaws of the Corporation, the Board of Directors may elect one (1) or more officers of the Corporation to serve at the discretion of the Board. Effective February 28th, 2019, the names and post office addresses of the current officers, who, subject to the provision of the By-Laws and the Laws of the State of Florida, shall hold office until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Darlene Carruthers	10250 SW 56 <sup>th</sup> St., Suite D-203, Miami, FL 33165	President
Patricia Evans	10250 SW 56 <sup>th</sup> St., Suite D-203, Miami, FL 33165	Vice-Pres/Secr
Martha Cano	10250 SW 56 <sup>th</sup> St., Suite D-203, Miami, FL 33165	Treasurer

**ARTICLE X****CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a

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party to, or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided the fact that s/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or Officer who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if s/he were not such a Director or Officer of such other Corporation or not so interested.

#### ARTICLE XI

##### AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

#### ARTICLE XII

##### REGISTERED AGENT

Effective September 17<sup>th</sup>, 2018, the Directors agreed that **PATRICIA EVANS** is, and shall hereinafter be, designated as Registered Agent of this Corporation until such time as she is removed and replaced by the Board of Directors. The address of the Registered Agent is currently, and shall remain, **10250 SW 56<sup>th</sup> Street, Suite D-203, Miami, FL 33165**.

#### ARTICLE XIII

##### ACTION WITHOUT A MEETING

Any action that may be taken at a meeting of the Shareholders of the corporation or at a meeting of the Directors of the corporation, may be taken without a meeting, if consent writing, setting forth the action, shall be signed by all, but not less than all, of the Shareholders or Directors, as the case may be, of the corporation, entitled to vote on the action, and shall be filed by the Secretary of the corporation with the corporate records. This consent shall have the same effect as the unanimous vote at a Shareholders' or Directors' meeting, as the case may be. Such action shall be valid as though it had been authorized at a meeting of the Shareholders or Board of Directors as the case may be.

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**ARTICLE XIV**

**PREEMPTIVE RIGHTS**

Each stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which he/she already holds shall have the right to purchase his/her prorata share thereof, as closely as may be done without the issuance of fractional shares, at the price at which it is offered to others.

**XV**

**RESTRICTIONS ON STOCK TRANSFER**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. No shareholder shall have the right to sell; assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation, without first offering such shares for sale in conformity with the terms and conditions set forth in said Shareholder's Agreement. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend, or similar restrictive language, to effectuate the restrictions imposed in the Shareholder's Agreement:

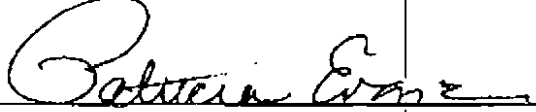
*All shares in this Corporation are held subject to certain transfer restrictions imposed by a Shareholder's Agreement with the corporation. A copy of said Agreement is on file at the principal office of the corporation.*

**SECOND:** The foregoing Amendment and Restatement of the Articles of Incorporation does not provide for nor require an exchange, reclassification or cancellation of issued shares.

**THIRD:** The foregoing amendment and restatement of the Articles of Incorporation was recommended and adopted by the Directors and thereafter approved with the unanimous consent of the shareholders of the Corporation on February 28<sup>th</sup>, 2019.

**FOURTH:** The foregoing Amended and Restated Articles of Incorporation shall supercede and replace the original articles of incorporation and all amendments to them filed prior to this date.


*Dated April 19th, 2019 at Miami, FL:*

By:   
*Patricia Evans as Vice-President and Director of  
Comprehensive Rehabilitation Consultants, Inc.*

**RATIFICATION OF  
ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named as Registered Agent for **COMPREHENSIVE REHABILITATION CONSULTANTS, INC.**, as set forth in the foregoing Amended and Restated Articles of Incorporation, does hereby agree to act in this capacity and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of Registered Agent pursuant to F.S. 607.0501(3), and is familiar with and accepts all such obligations associated with this position.

*Dated April 19th, 2019 at Miami, FL:*

By:   
*Patricia Evans as Registered Agent for  
Comprehensive Rehabilitation Consultants, Inc.*

**David J. Powers, Esq. | PG Law**

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