

H88927

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

ATWELL FAMILY CHIROPRACTIC AND WELLNESS CENTER, P.A.

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Glenda E. Hood
Secretary of State

January 6, 2004

ATWELL FAMILY CHIROPRACTIC AND WELLNESS CENTER, P.A.
3867 S.E. EVANS DRIVE
STUART, FL 34997

SUBJECT: ATWELL FAMILY CHIROPRACTIC AND WELLNESS CENTER, P.A.
REF: H88927

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H09000344208
Letter Number: 404A00000561

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
ATWELL FAMILY CHIROPRACTIC AND WELLNESS CENTER, P.A.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted and approved by its board of directors and shareholders, hereby adopts the following Restated Articles of Incorporation:

The undersigned, hereby associate themselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, FLORIDA STATUTES (2001), the "Florida General Corporation Act" and Chapter 621, FLORIDA STATUTES (2001), the "Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

"Atwell Family Chiropractic and Wellness Center, P.A."

ARTICLE II

The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of the practice of Chiropractic and general wellness care as defined and regulated by Chapter 460, FLORIDA STATUTES (2002).

The professional services involved in the corporation's practice of Chiropractic and general wellness care may be rendered only through its officers, agents and employees who are duly authorized and licensed as a Chiropractic Medicine in the State of Florida.

This corporation shall not engage in any business other than providing chiropractic and general wellness care. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

Prepared by:
Shaun T. Plymale, Esquire
555 Colorado Avenue
Stuart, FL 34994
(772) 287-2600
Fla. Bar. No.: 247390

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ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of the par value of One (\$1.00) Dollar per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be at least the sum of one thousand dollars (\$1,000.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be located in the County of Martin, State of Florida, and the post office address of said principal office of the corporation shall be 3867 S.E. Evans Terrace, Stuart, FL 34997.

ARTICLE VII

The number of directors of this corporation shall be a maximum of five (5) and a minimum of one (1). There shall be one (1) initial director of this corporation.

ARTICLE VIII

The name and post office address of the member(s) of the first Board of Directors, who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his/hers/their successors are elected and have qualified, are as follows:

Hugh Clifton Atwell

3867 S.E. Evans Terrace
Stuart, FL 34997

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ARTICLE IX

The name and post office address of the subscribers of these Articles of Incorporation are as follows:

Hugh Clifton Atwell

3867 S.E. Evans Terrace
Stuart, FL 34997

The subscribers certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

ARTICLE X

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed Chiropractic Physicians duly authorized to practice Chiropractic Medicine in the State of Florida, and no stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice in the State of Florida.

The corporation's stockholders are specifically authorized from time to time to adopt by-laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XI

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the by-laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

ARTICLE XII

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

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1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is, or are, interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XIII

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on the stockholder herein are granted subject to this reservation.

ARTICLE XIV

The undersigned, an individual resident of the State of Florida, whose business office is identical with the business office of this professional association, does hereby state that he accepts appointment as Registered Agent for this professional association and acknowledges familiarity with the obligations of Florida Statute, Section 607.0501.

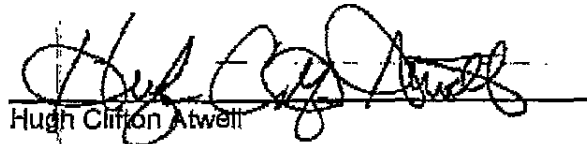
Hugh Clifton Atwell

3867 S.E. Evans Terrace
Stuart, FL 34997

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IN WITNESS WHEREOF the undersigned subscribing incorporator(s) has/have hereunto set his/hers/their hand(s) and seal(s) for the purpose of forming this corporation under the laws of the State of Florida, and do/does hereby make, subscribed, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify/certifies that the facts herein stated are true, this 22 day of December, 2003.

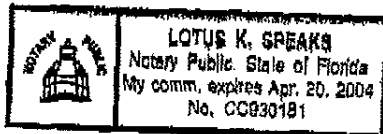

Hugh Clifton Atwell

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 22 day of December, 2003, by Hugh Clifton Atwell, a Florida corporation, on behalf of the corporation. He (PLEASE CHECK ONE OF THE FOLLOWING) ☒ is personally known to me or ☐ who has produced (TYPE OF IDENTIFICATION) SS identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☐ did not take an oath. He subscribed the above Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)



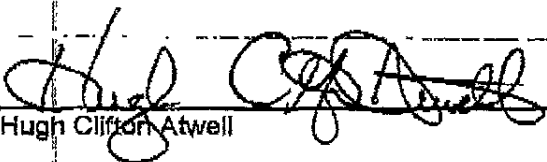
(Print Name)

NOTARY PUBLIC
My Commission Expires:FAX AUDIT NUMBER: H03000344208 3

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Hugh Clifton Atwell

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