

L76237

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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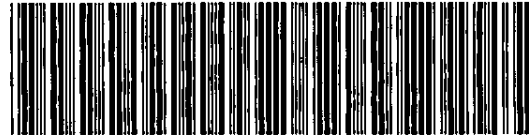
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATE AFFAIRS  
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T. LEWIS  
JAN 16 2014

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Roberts Chiropractic Center, P.A.

**DOCUMENT NUMBER:** L76237

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David W. Hirshfeld

Name of Contact Person

The Law Offices of Jeff Cohen, P.A.

Firm/ Company

909 S.E. 5th Avenue, Suite 200

Address

Delray Beach, Florida 33483

City/ State and Zip Code

apiccolo@floridahealthcarelawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David W. Hirshfeld

Name of Contact Person

at ( 561 ) 455-7700 x18

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

Roberts Chiropractic Center, P.A.

(Name of Corporation as currently filed with the Florida Dept. of State)

L76237

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

Roberts Chiropractic Center, Inc.

*The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."*

N/A

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

*Name of New Registered Agent*

No Change

(Florida street address)

*New Registered Office Address:*

\_\_\_\_\_, Florida \_\_\_\_\_

(City)

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT      John Doe

X Remove                    V        Mike Jones

X Add                         SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

The PREAMBLE is hereby stricken and the following inserted in its place:

"The undersigned desires to form a corporation in accordance with Chapter 607 of the Florida Statutes, and adopts the following Articles of Incorporation:"

ARTICLE I. is hereby stricken and the following inserted in its place:

"The name of the corporation shall be ROBERTS CHIROPRACTIC CENTER, INC."

ARTICLE II is hereby stricken and the following inserted in its place:

"The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida."

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

N/A

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: January 5, 2014  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 12/30/2013

Signature Thomas A. Roberts

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas A. Roberts

(Typed or printed name of person signing)

President, Sole Shareholder

(Title of person signing)

## MEMBERSHIP INTEREST PURCHASE AGREEMENT

MEMBERSHIP INTEREST PURCHASE AGREEMENT (this "Agreement") made as of the 1<sup>st</sup> day of January, 2014, by and among THOMAS A. ROBERTS, D.C., an individual licensed to practice chiropractic medicine in the State of Florida (the "Seller"); ROBERTS CHIROPRACTIC CENTER, INC. (f/k/a "Roberts Chiropractic Center, P.A."), a corporation duly formed and validly existing pursuant to the laws of the State of Florida (the "Buyer"); and NORTHWEST FLORIDA PHYSICIANS GROUP, LLC, a limited liability company duly formed and validly existing pursuant to the laws of the State of Florida (the "Company"). Seller and Buyer may be referred to hereinafter each individually as a "Party" and collectively as the "Parties."

### WITNESSETH :

WHEREAS, the Seller is the sole member and holder of all of the issued and outstanding ownership interests in the Company; and

WHEREAS, the Seller desires to sell his entire ownership interest, which represents all of the issued and outstanding ownership interests in the Company, to the Buyer and the Buyer desires to purchase same in accordance with the terms of this Agreement.

NOW, THEREFORE, in consideration of the covenants contained herein and other good and valuable consideration, it is agreed as follows:

1. PREAMBLES. The preambles set forth above are incorporated herein and made a part hereof as though set forth at length.

2. SALE AND PURCHASE OF MEMBERSHIP INTEREST; PURCHASE PRICE. Seller shall sell to Buyer, and Buyer shall purchase from Seller, one hundred (100%) percent of the issued and outstanding ownership interests in the Company for a total price equal to one hundred

(\$100.00) dollars (hereinafter referred to as the "Purchase Price"), payable in a lump sum upon the signing hereof.

3. WARRANTIES

(a) The Seller covenants, warrants, agrees and represents as follows:

(1) He is the owner of one hundred (100%) percent of the issued and outstanding ownership interest of the Company (the "Ownership Interests"). The Ownership Interests being sold are fully paid and non-assessable, have not been pledged or encumbered in any way, and there are no liens or encumbrances of any nature against them; the Seller has good and marketable title to the Ownership Interests, and full right to transfer same free and clear of any statutory, corporate, contractual or other limitations.

(2) Neither the Company nor the Seller is a party to, or the subject of, any pending litigation, arbitration or any governmental proceeding or investigation which might materially and adversely affect its or his financial condition, business or property, and to the best of Seller's knowledge no such litigation, arbitration, proceeding or investigation is threatened or in prospect.

(3) There are no judgments against the Company or any liens upon the Company's assets. The Company's lease and all of its contracts are in full force and effect.

(4) The Company is duly organized and validly existing under and by virtue of the laws of the State of Florida; it has the corporate power to carry on the business presently conducted by it; it has no subsidiaries. The Company is now in good standing; and there is no action or proceeding now pending or threatened or in prospect to dissolve the Company or to declare its corporate rights, powers, franchises, or privileges to be null and void.



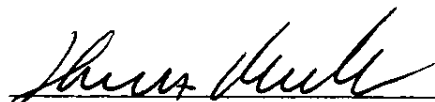
(5) To the best of Seller's knowledge, the Company has not failed to file any report or return required by any government or governmental agency or to comply with any applicable federal, state or local law, regulation or ordinance, and the Seller knows of no claim that the Company has failed to do so.

(b) The Buyer warrants, represents, covenants and agrees as follows:

(1) It is not a party to or the subject of any pending litigation, arbitration or any governmental proceeding or investigation, and to the best of its knowledge no such litigation, arbitration, proceeding or investigation is threatened or in prospect.

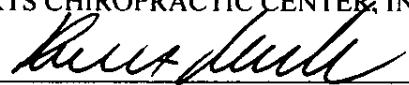
(2) There are no judgments against the Buyer.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the dates set forth below.

  
Thomas A. Roberts, D.C.


Dated: 12/30/2013

ROBERTS CHIROPRACTIC CENTER, INC.

By:   
Thomas A. Roberts, D.C.  
President and Shareholder

Dated: 12/30/2013

NORTHWEST FLORIDA PHYSICIANS GROUP, LLC

By:   
Thomas A. Roberts, D.C.  
Manager and Member

Dated: 12/30/2013