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October 18, 2000

State of Florida  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Adaptive Health & Wellness Center, Inc.

000003435830--9  
-10/23/00-01116-017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$78.75, which covers the filing fees, certified copy fees and the registered agent designation fees. Thank you for your cooperation in this matter.

Sincerely,



Tiffany N. Gonsalves

Enc.

FILED  
00 OCT 23 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Feb 10/25

**ARTICLES OF INCORPORATION  
OF  
ADAPTIVE HEALTH & WELLNESS CENTER, INC.**

**FILED**  
00 OCT 23 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned and, to that end, we do, by these Articles of Incorporation, set forth:

**ARTICLE I - NAME**

The name of this corporation is Adaptive Health & Wellness Center, Inc.

**ARTICLE II- PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 9156 S. Federal Highway, Port St. Lucie, Florida 34952. The mailing address of the Corporation is 9156 S. Federal Highway, Port St. Lucie, Florida 34952.

**ARTICLE III - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

1. To operate a wellness center for individuals with disabilities, including but not limited to, a free-standing exercise facility targeted specifically for persons with disabilities, and educational and training center to provide other needed services, including computer training, computer based training, use of adaptive technology, and providing job readiness skills training.
2. To accept donations, contributions, grants, and other sources of funding as are appropriate, in order to carry out the purposes and work of the Corporation.
3. It is the intent of the incorporators of this corporation to qualify as a charitable not for profit corporation according to Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be, or include the carrying on of, propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or any corresponding provisions of any subsequent federal tax laws.
5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
6. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the regulations as they now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V - MEMBERSHIP**

The members of the Corporation shall consist of those individuals that have complied with the membership requirements of the Corporation as set forth in the Bylaws of the Corporation from time to time.

#### **ARTICLE VI- DIRECTORS AND OFFICERS**

1. The affairs of the corporation shall be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors.

2. Directors of the corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The business of the corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS**

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Rickey L. Farrell, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

#### **ARTICLE VIII - INCORPORATORS**

The names and street addresses of the incorporators are as follows:

Patrick Neveux  
9156 S. Federal Highway  
Port St. Lucie, FL 34952

Harold O'Flaherty  
4471 NW Cove Circle  
Port St. Lucie, FL 34983

Elizabeth Steele  
9156 S. Federal Highway  
Port St. Lucie, FL 34952

#### ARTICLE IX- INITIAL DIRECTORS

Patrick Neveux  
9156 S. Federal Highway  
Port St. Lucie, FL 34952

Harold O'Flaherty  
4471 NW Cove Circle  
Port St. Lucie, FL 34983

Elizabeth Steele  
9156 S. Federal Highway  
Port St. Lucie, FL 34952

Lare Ziemba, M.D.  
9156 S. Federal Highway  
Port St. Lucie, FL 34952

Kelly Meredith  
9156 S. Federal Highway  
Port St. Lucie, FL 34952

#### ARTICLE X- INITIAL OFFICERS

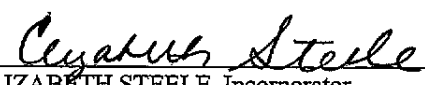
President- Patrick Neveux  
Secretary- Harold O'Flaherty  
Treasurer- Elizabeth Steele

The undersigned have executed these Articles of Incorporation this 18<sup>th</sup> day of October, 2000.

Signed:

  
\_\_\_\_\_  
PATRICK NEVEUX, Incorporator

  
\_\_\_\_\_  
HAROLD O'FLAHERTY, Incorporator

  
\_\_\_\_\_  
ELIZABETH STEELE, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Adaptive Health & Wellness Center, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Rickey L. Farrell, Esquire  
1595 S.E. Port St. Lucie Boulevard  
Port St. Lucie, Florida 34952

Signed:

(Signature)

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. IF FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

RICKEY L. FARRELL, ESQUIRE

**FILED**  
00 OCT 23 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA