

Division of Corporations

Page 1 of 2

N010000001766

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000026446 4)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

## To:

Division of Corporations

Fax Number: (850) 922-4001

## From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : 120000000195

Phone : (850) 521-1000

Fax Number : (850) 521-1030

## FLORIDA NON-PROFIT CORPORATION

CHIROPRACTORS FOR CHIROPRACTIC, INC.

Certificate of Status	0
Certified Copy	1
Page Count	(07)
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 MAR 13 PM 3:33

FILED

H01000026446 4

FILED  
01 MAR 13 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CHIROPRACTORS FOR CHIROPRACTIC, INC.  
(A Florida Corporation Not-For-Profit)**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts these Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is: **CHIROPRACTORS FOR CHIROPRACTIC, INC.**

**ARTICLE II - ADDRESS**

The address of the Corporation is: 220 Northeast 51<sup>st</sup> Street, Fort Lauderdale, Florida 33334.

**ARTICLE III - NOT-FOR-PROFIT**

This corporation is a not-for-profit corporation under the laws of the State of Florida. This corporation is not formed for pecuniary profit. No part of the income or assets of this corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE IV - PURPOSE**

This corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To promote education and awareness of the chiropractic profession and the positive health benefits which chiropractic care promises; and
- B. Any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of the State of Florida.

H01000026446 4

H01000026446 4

**ARTICLE V - MEMBERS**

All of the duties and powers of the Corporation existing under Chapter 617, Florida Statutes and the By-Laws of the Corporation shall contain provisions relating to the qualifications for membership, the rights of members including voting rights, and such other matters as described therein. These Articles shall be exercised exclusively by the Corporation's Board of Directors, its agents, contractors or employees, unless otherwise specifically provided.

**ARTICLE VI - BOARD OF DIRECTORS**

The affairs of the Corporation will be managed by the Board of Directors ("Board") consisting of the number of Directors as determined by the Bylaws, but not less than six (6) Directors.

Directors of the Corporation shall be elected at the annual meeting of the Members, in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.

The Directors named in these Articles shall serve until the first election of directors, and any vacancy in their number occurring before the first election shall be filled by the remaining Directors.

The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth Aronoff	5560 S. Flamingo Road Cooper City, FL 33068
Bud Fein	4909 Woodlands Blvd. Tamarac, FL 33321
Ira Geier	5859 N. University Dr. Tamarac, FL 33321
Rick Markson	9743 West Broward Blvd. Plantation, FL 33324
Steve Perman	20401 State Road 7, Suite G-10 Boca Raton, FL 33498
Michael Petrie	410 E. Prospect Road Fort Lauderdale, FL 33334

H01000026446 4

**ARTICLE VII - OFFICERS**

The affairs of the Corporation shall be administered by the Officers as designated in the Bylaws. The Officers shall be elected by the Corporation and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successor are designated by the Board are as follows:

Name:	Address:	Title
Rick Markson	9743 West Broward Blvd. Plantation, FL 33324	President
Michael Petrie	410 E. Prospect Road Fort Lauderdale, FL 33334	Vice President
Michael Petrie	410 E. Prospect Road Fort Lauderdale, FL 33334	Secretary
Rick Markson	9743 West Broward Blvd Plantation, FL 33324	Treasurer

**ARTICLE VIII - POWERS**

This corporation shall have the powers granted to not-for-profit corporations by the Florida Not-For-Profit Corporation Act (except as provided in the Bylaws of this corporation).

**ARTICLE IX - INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding, or any settlement of any proceeding, to which he may be a party, or in which he may become involved by reason of his being, or having been, a Director or Officer of the Corporation; whether or not he is a Director or Officer at the time such expenses are incurred. However, said indemnification will not apply if the Director or Officer is adjudicated guilty of willful malfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled.

H01000026446 4

**ARTICLE X - BYLAWS**

The first Bylaws of the Corporation shall be adopted by the Board and may be altered, amended, or rescinded by the Board and the Members in the manner prescribed in the Bylaws.

**ARTICLE XI - AMENDMENTS**

Amendment(s) to these Articles may be proposed by any Member of the Corporation or the Board of Directors at a meeting convened in accordance with the By-Laws; amendments shall be adopted if approved by:

11.1 Not less than a majority of the entire membership of the Board of Directors, and not less than a majority of the Members of the Corporation present, in person or by proxy, at a meeting at which a quorum has been attained. The percentage of voting interests required to constitute a quorum at a meeting of the Members shall be fifty percent (50%) of the total Members; or

11.2 Not less than a majority of the-votes of the Members present, in person or by proxy, at a duly called meeting at which a quorum has been attained.

**ARTICLE XII - DURATION**

The Corporation shall exist perpetually.

**ARTICLE XIII - INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is: Darin Lentner, Esq., 220 Northeast 51<sup>st</sup> Street, Fort Lauderdale, Florida 33334.

**ARTICLE XIV - REGISTERED OFFICE/AGENT**

The registered office of the Corporation shall be at: 220 Northeast 51<sup>st</sup> Street, Fort Lauderdale, Florida 33334, or at such other place as may be subsequently designated by the Board. The name and address of the registered agent of the Corporation is: Darin Lentner, Esq., 220 Northeast 51<sup>st</sup> Street, Fort Lauderdale, Florida 33334, or such other person as may be subsequently designated by the Board.

H01000026446 4


IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature to these Articles of Incorporation, this 14<sup>th</sup> day of February, 2001.

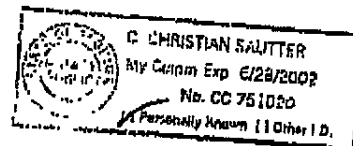
  
Darin Lentner, Esq.

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February, 2001, by Darin Lentner, Esq., who is (personally known) to me or who has produced \_\_\_\_\_ as identification.

Notary Public (State of Florida)

  
Print Name: C. Christian Sautter  
Commission serial no:  
Commission expires:



H01000026446 4

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

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **CHIROPRACTORS FOR CHIROPRACTIC, INC.**

2. The name and address of the registered agent and office is:

**Darin Lentner, Esq.  
220 Northeast 51<sup>st</sup> Street  
Fort Lauderdale, Florida 33334**

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. I 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.

Signature: **Darin Lentner, Esq.****FILED**

01 MAR 13 PM 3:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA