

**N95000001566**

MICHAEL J. MARCANTANO  
ATTORNEY AT LAW

RINGLING PROFESSIONAL CENTER  
SUITE 122-F  
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SARASOTA, FLORIDA 34237

(813) 365-3368  
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March 20, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: A+ Wellness Center, Inc.

Gentlemen:

Enclosed please find the original and one copy of the subject  
Articles of Incorporation for filing together with my check for  
\$122.50

I trust this is satisfactory.

Sincerely,

  
Michael J. Marcantano

MJM:heh  
enc

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-03/31/95--01077--018  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
95 MAR 31 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APB  
4-4

ARTICLES OF INCORPORATION  
OF  
A+ WELLNESS CENTER, INC.

FILED  
MAR 31 1989  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

WE, THE UNDERSIGNED, wishing to form a NON-PROFIT CORPORATION pursuant to the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name. The name of this corporation is A+ WELLNESS CENTER, INC.

ARTICLE II

Principal Office. The initial principal office of this corporation will be 1620 Main St., Suite 8, Sarasota, FL 34236, but other offices may be maintained both within and without this State.

ARTICLE III

Purpose. This corporation is organized for the purpose of transacting any or all lawful business normally conducted by a non-profit corporation under the laws of Florida and is organized exclusively for Service and Educational purposes as per Internal Revenue Code Section 501(c)(3).

ARTICLE IV

Specific Purpose. The SPECIFIC PURPOSE of this corporation is to provide a comprehensive array of assessment, didactic, psychotherapeutic, and other related services to meet community need and enhance the functioning and wellness of community children and adults, provided that nothing contained herein shall limit the character of the exempt activities which this corporation may ultimately conduct, pursuant to Internal Revenue Code Section 501(c)(3), including the making of distributions to organizations which qualify as exempt thereunder.

#### ARTICLE V

INCORPORATOR(S) The name(s) and address(es) of the incorporator(s) of this corporation is(are):

JAMES M. BENEDICK

(Name)

1620 Main St., Ste. 8

(Address)

Sarasota, FL 34236

(City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

#### ARTICLE VI

BOARD OF DIRECTORS: The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 12 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next annual meeting of either the members, if a membership non-profit corporation; or the Board of Directors, if a non-membership or limited membership non-profit corporation. The person(s) appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years, not to exceed 5 years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may, by proper resolution or resolutions passed by a lawful quorum of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions, or in the Bylaws, shall have and may exercise those powers so designated in the resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws, or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the Bylaws may specify, who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Directors is authorized to make, adopt, alter or repeal the Bylaws of this corporation, or any article therein, provided such authority and power is not vested and reserved to members of the corporation, if applicable. The names and addresses of the persons who are appointed to serve as directors of this corporation until the First Annual Meeting of the Board of Directors, or until their successors are elected and qualified, are:

JANICE BENEDICK LSW

(Name)

5058 82nd Way, East

(Address)

Sarasota, FL 34243

(City/State/Zip Code)

JAMES M. BENEDICK LCSW

(Name)

5058 82nd Way, East

(Address)

Sarasota, FL 34243

(City/State/Zip Code)

ELLEN MARCANTANO LCSW

(Name)

7724 Silverbell Drive

(Address)

Sarasota, FL 34241

(City/State/Zip Code)

FRED GASBARRO

(Name)

4934 80th Ave. 14th East

(Address)

SARASOTA, FL 34243

(City/State/Zip Code)

GAIL GAGNON

(Name)

4924 82nd Place, East

(Address)

Sarasota, FL 34243

(City/State/Zip Code)

#### ARTICLE VII

**LIMITATIONS:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII

**DISSOLUTION:** In the event of a dissolution of this corporation, any assets remaining after payment to creditors shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX

**PRIVATE PROPERTY:** The private property of the directors, members (if any), officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

#### ARTICLE X

**INDEMNIFICATION:** The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or have been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.

#### ARTICLE XI

**DIRECTOR'S LIABILITY:** No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.

#### ARTICLE XII

**ANNUAL MEETING:** The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

#### ARTICLE XIII

**DURATION:** The existence of this corporation shall be perpetual unless sooner terminated as provided for by law.

#### ARTICLE XIV

**NON-MEMBERSHIP PROVISIONS:** The corporation shall not be a membership corporation with members, unless, by a two-thirds vote of the Board of Directors, these Articles of Incorporation are so amended to change this corporation from a non-membership to a membership corporation with members.

#### ARTICLE XV

**FISCAL YEAR:** The fiscal year of the corporation shall end on December 31st, of each year.

#### ARTICLE XVI

**STATUTORY(RESIDENT)(REGISTERED) AGENT:** The name and address of the Initial Statutory(Resident)(Registered) Agent of this corporation is: MICHAEL J. MARCANTANO, Esq., 2831 Ringling Blvd., Ste.122-F, Sarasota, FL 34237

IN WITNESS WHEREOF, I(WE) have set my(our) hand(s) this 18<sup>th</sup> day of MARCH, 1995

  
\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Incorporator

## ACKNOWLEDGMENT

State of FLORIDA )

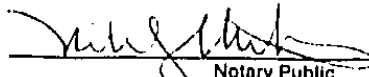
County of SARASOTA ) "

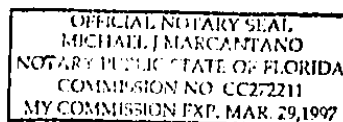
On this 14<sup>th</sup> day of March, 19 95, before me, the undersigned, a Notary Public in  
and for the County of Sarasota, State of Florida, personally  
appeared: JAMES M. BENEDICK

known to me to be the person(s) whose name(s) is(are) subscribed to the foregoing ARTICLES OF INCORPORATION, and  
acknowledge to me that he(she)(they) executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MY COMMISSION EXPIRES: \_\_\_\_\_

  
Notary Public  
Michael J. Marcantano



**CONSENT  
OF  
STATUTORY (REGISTERED) AGENT  
for**

A+ WELLNESS CENTER, INC.

(☒ Individual      ☐ Corporation)

FILED  
MAR 31 1996  
TOLSON

(Check applicable box and complete)

☒ Individual: I, MICHAEL J. MARCANTANO, ESQ., the undersigned,  
whose address is 2831 Ringling Blvd., Ste. 122-F, Sarasota, FL 34237

☐ Corporation: I, \_\_\_\_\_ the \_\_\_\_\_ of \_\_\_\_\_

a(n) \_\_\_\_\_ Corporation, whose principal address in this State is \_\_\_\_\_

having been appointed to act as Statutory (Registered)(Resident) Agent for A+ WELLNESS  
CENTER, INC., a(n) \_\_\_\_\_

Corporation, by these presents, hereby consent to act in that capacity until removal or resignation is submitted in  
accordance with the laws of the State of FLORIDA

Dated: March 15, 1996

[Signature]  
Signature (Individual Agent)

\_\_\_\_\_  
(Name of Corporation, if Corporate Agent)

By: \_\_\_\_\_  
Signature of authorized officer

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State/Zip Code

Note: This Form may only be required if the Statutory (Registered) Agent is not one of the Incorporators