

PO0000039742

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

SECRETARY OF STATE  
TALLAHASSEE, FL

00 APR 20 PM 1:16

FILED

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 APR 19 AM 11:32

RECEIVED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

04/19/00

1- BRIAN EDENS. P.A.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-04/19/00--01045--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

T. SMITH APR 20 2000

Examiner's Initials

W-10362



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 19, 2000

ATTORNEYS' TITLE  
660 E. JEFFERSON ST.  
TALLAHASSEE, FL 32301

SUBJECT: BRIAN EDENS, P.A.  
Ref. Number: W00000010362

We have received your document for BRIAN EDENS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the date in article V for the date of existence.

Please return the original and one copy of 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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 000A00021507

RECEIVED  
00 APR 20 AM 11:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BRIAN EDENS, P.A.**

**EFFECTIVE DATE**  
04/19/00  
**FILED**  
APR 20 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation, under the provisions of Chapter 608 of the Florida Statutes, as supplemented by Chapter 621 of the Florida Statutes, known as "The Professional Service Corporation Act" of the State of Florida.

**ARTICLE I - NAME**

1.01 The name of the professional service corporation shall be: BRIAN EDENS, P.A.

**ARTICLE II - DURATION**

2.01 The General nature of the business to be transacted by this professional service corporation is: to engage in every aspect of the general practice of chiropractics; and to engage in any lawful act or activity for which professional service corporations may be organized under the laws of the United States and of the State of Florida. The professional services involved in the corporation's practice of chiropractics may be practiced through its officers, agents and employees who are duly authorized and licensed doctors' of chiropractics under the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

3.01 The maximum number of shares which this professional service corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$ 1.00 per share. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special

meeting. All shares of the professional service corporation's stock and certificates therefore shall be issued only to doctors' of chiropractics authorized and licensed in the State of Florida.

#### **ARTICLE IV** **CAPITAL**

4.01 The amount of capital with which this professional service corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

#### **ARTICLE V** **CORPORATE EXISTENCE**

5.01 Commencement. The date when corporate existence shall commence shall be April 19<sup>th</sup>, 2000.

5.02 Duration. The professional service corporation is to exist perpetually, unless sooner terminated by operation of law.

#### **ARTICLE VI** **PRINCIPAL OFFICE**

6.01 Principal office. The initial address of the principal office of this professional corporation is to be: 8378 Market Street, Bradenton, Florida 34202.

6.02 Relocation. The Board of Directors may from time to time designate such other address or place for the principal office of this professional service corporation as it may see fit; and it may establish branch offices, locations, or places of business in such places within or without the State of Florida as the Board of Directors from time to time may direct.

#### **ARTICLE VII** **NUMBER OF BOARD OF DIRECTORS**

7.01 The professional services corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall

never be less than one (1).

**ARTICLE VIII**  
**NAME AND ADDRESS OF THE INCORPORATORS**

8.01 The name and address of the incorporator is:

Brian Edens, P.A.  
8378 Market Street  
Bradenton, Florida 34202.

**ARTICLE IX**  
**NAME AND ADDRESS OF THE BOARD OF DIRECTORS**

9.01 The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Brian Edens, P.A.  
8378 Market Street  
Bradenton, Florida 34202.

**ARTICLE X**  
**STOCKHOLDERS**

10.01 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 as doctors' of chiropractics in the State of Florida, and who are employees, officers or agents of this corporation.

In the event that a stockholder:

- A. Becomes disqualified to practice chiropractics in this state; or
- B. Is elected to a public office or accepts employment, that pursuant to law, places restrictions or limitations upon his continued rendered of professional services as a doctor of

chiropractics; or

C. Ceases to be an employee, office or agent of the corporation; or

D. Sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, or the by-Laws of this corporation; or

E. Suffers an execution to be levied upon his stock where such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder; Then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stockholder or other person in possession of such stock be entitled only to receive payment for the value of such stock, which, in the absence of By-Law provision or a written agreement between the corporation and stockholders, or a written agreement among the stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the vents above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the corporation, shall forthwith cease to be an employee, officer, director or agent of this corporation, and except to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

**ARTICLE IX**  
**DEATH OF STOCKHOLDER**

11.01 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 by the By-Laws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in manner consistent with law and these articles.

**ARTICLE XII**  
**REGISTERED AGENT**

The identity and address of the Resident Agent for the professional service corporation is as follows: Brian Edens, 8378 Market Street, Bradenton, Florida 34202.

**ARTICLE XIII**  
**AMENDMENTS**

13.01 The Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Brian Edens, the undersigned, being the original subscriber and incorporator of the foregoing Professional Service Corporation, does hereby certify that the foregoing constitutes the Charter of the Professional Service Corporation.

**CERTIFICATE DESIGNATION  
REGISTERED AGENT/REGISTERED AGENT**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is BRIAN EDENS, P.A.
2. The name and address of the registered agent and office is:

Brian Edens  
8378 Market Street  
Bradenton, Florida 34202.

**ACKNOWLEDGMENT**

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Signature: \_\_\_\_\_

Brian Edens

Date: \_\_\_\_\_

4/14/00



Witness my hand and seal this 14<sup>th</sup> day of April, 2000.

Brian Edens  
BRIAN EDENS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of April, 2000, by Brian Edens.

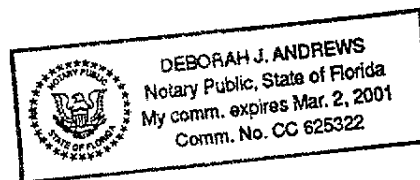
Brian Edens Who is personally known to me, or, FL Drivers Lic.  
who produced E352-073-71-419-6 As identification

and who did / did not take an oath.

Deborah J. Andrews

Notary Public

Seal:



FILED  
00 APR 20 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA