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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

~~PNEUMEDIC~~ THERAPIES, INC.

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| Certificate of Status | 1       |
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**ARTICLES OF INCORPORATION**  
**OF**  
**PNEUMEDIC THERAPIES, INC.**

The undersigned natural persons, of legal age, acting as incorporators under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Corporate Name**

The name of this corporation shall be **PNEUMEDIC THERAPIES, INC.** and the principal address is 29755 S. E. 180<sup>th</sup> Street Road, Altoona, Florida 32702 and the mailing address is 29755 S. E. 180<sup>th</sup> Street Road, Altoona, Florida 32702.

**ARTICLE II**  
**Purposes**

The corporation may engage in any activity or business permitted under the laws of the United States of America and this State.

**ARTICLE III**  
**Capital Stock**

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be: (i) ten thousand hundred (10,000) shares of voting stock (each with a par value of \$1.00 per share) and (ii) ten thousand (10,000) shares of non-voting common stock (each with a par value of \$1.00 per share). The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

**ARTICLE IV**  
**Subscribers, Incorporators and Directors**

The name and address of the Subscribers, Directors and Incorporators are:

David Hazlehurst  
29755 S. E. 180<sup>th</sup> Street Road,  
Altoona, Florida 32702

and

William M. Poage  
29755 S. E. 180<sup>th</sup> Street Road,  
Altoona, Florida 32702

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**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Directors**

The business of the corporation shall be managed initially by a board of two directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE VIII**  
**Operating Agreement**

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the corporation

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and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may require, by resolution or by bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation, which are subject to such agreement.

**ARTICLE IX**  
**Effective Date**

The date that corporate existence shall upon filing of the Articles pursuant to Florida Statute 607.167.

**ARTICLE X**  
**Registered Office and Registered Agent**

The address of the initial registered office of this corporation is

29755 S. E. 180<sup>th</sup> Street Road,  
Altoona, Florida 32702

The name of the Registered Agent of this corporation is David Hazlehurst at the above office address.

**ARTICLE XI**  
**Bylaws**

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this 12 day of June 2000.

  
DAVID HAZLEHURST

  
WILLIAM M. POAGE

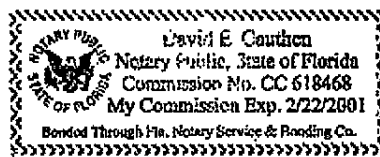
STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, DAVID HAZLEHURST who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of PNEUMEDIC THERAPIES, INC. as one of the original subscribers to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 12 day of June 2000.

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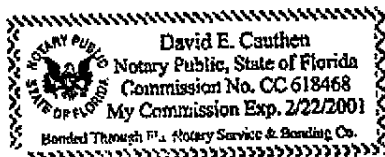


  
Notary Public  
My Comm. Exp.: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements WILLIAM M. POAGE who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of PNEUMEDIC THERAPIES, INC. as one of the original subscribers to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Lake, State of Florida, this 12 day of June 2000.



  
Notary Public  
My Comm. Exp.: \_\_\_\_\_

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

Pursuant to the provisions of Sections 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 PNEUMEDIC THERAPIES, INC.
2. The name and address of the registered agent and office is:

David Hazlehurst  
29755 S. E. 180<sup>th</sup> Street Road,  
Altoona, Florida 32702

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.

  
DAVID HAZLEHURST

Dated: 12 JUNE 2000

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