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EFFECTIVE DATE  
11-9-00

November 8, 2000

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

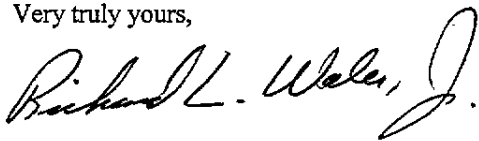
Re: Monahan Chiropractic Medical Clinic, Inc.

Dear Sirs:

Enclosed please find in duplicate the articles of incorporation for the above-referenced entity and a check in the amount of \$87.50 which is remitted for the filing fee of \$35.00, the designation of registered agent of \$35.00, the certified copy fee of \$8.75, and the certificate of status fee of \$8.75.

If you have any questions regarding the enclosed, please do not hesitate to contact us.

Very truly yours,



Richard L. Waler, Jr.

FILED  
00 NOV 13 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MONAHAN CHIROPRACTIC MEDICAL CLINIC, P.A.**

The undersigned, for the purpose of forming a professional corporation under the Florida Professional Services Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

**Name and Place of Business.** The name of this corporation is MONAHAN CHIROPRACTIC MEDICAL CLINIC, P.A., with its principal place of business at 2 N. Summit Street, Crescent City, Florida 32112.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through this corporation's officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice chiropractic medicine, the same professional services that a chiropractor duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

- (a) **Authorized Capital.** The authorized capital stock of this corporation shall consist of 2,000 shares of common stock having a par value of \$1.00 per share.
- (b) **Limitation on Issuance.** None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice chiropractic medicine in the State of Florida.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 141 Jupiter Road, St. Augustine, Florida 32086, and the name of the initial registered agent of this corporation at that address is Martin M. Monahan.

#### **ARTICLE VI**

##### **DIRECTORS**

- (a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.
- (b) **Initial Directors.** The names and street addresses of the members of the first Board of Directors of this corporation are:

Martin M. Monahan

141 Jupiter Road  
St. Augustine, FL 32086

Clark V. Monahan

139 Neptune Road  
St. Augustine, FL 32086

- (c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.
- (d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

ARTICLE VII

RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his or her shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII

BYLAWS

The directors shall adopt the initial bylaws of this corporation. Bylaws shall thereafter be adopted, altered, amended, or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

INCORPORATOR

The street address of the incorporator of this corporation is 141 Jupiter Road, St. Augustine, Florida 32086, and the name of the incorporator of this corporation is Martin M. Monahan.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

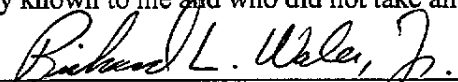
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on this 9<sup>th</sup> day of November, 2000.

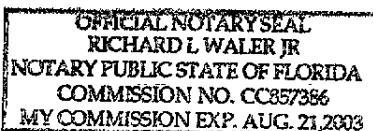
  
\_\_\_\_\_  
Martin M. Monahan

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of November, 2000 by Martin M. Monahan, who is personally known to me and who did not take an oath.

My Commission Expires:

  
\_\_\_\_\_  
Richard L. Waler, Jr., Notary Public



### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Martin M. Monahan

Dated: 11-9-00

FILED  
00 NOV 13 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA