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RAHDERT, ANDERSON & STEELE, P.A.

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

595 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3709

FILED

00 DEC 26 AM 9:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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December 22, 2000

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-12/27/00--01013--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OF COUNSEL:

JOHN W. DAY

VIA UNITED STATES EXPRESS MAIL NO: EL744905755US

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Incorporation of Florida Chiropractic Institute of Clearwater, P.A.

Dear Madam Secretary:

Enclosed please find, on behalf of this firm's client, the original and one copy of the Articles of Incorporation and Designation of Registered Agent for Florida Chiropractic Institute of Clearwater, P.A. Also enclosed is this firm's check number 07951, in the amount of \$78.75 as payment for the fees associated with this incorporation.

Very truly yours,

  
Alison M. Steele

AMS/deo  
Enclosures

EL744905755US

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CHIROPRACTIC INSTITUTE OF CLEARWATER, P.A.**

**FILED**  
00 DEC 26 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be Florida Chiropractic Institute of Clearwater, P.A.

**ARTICLE II - PRINCIPLE OFFICE AND MAILING ADDRESS**

The principal place of business of the Corporation and its mailing address shall be 4641 Park Street, St. Petersburg, Florida 33010.

**ARTICLE III - PURPOSE**

The purpose of the Corporation shall be the rendering of professional services in the nature of chiropractic care.

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be 100 (one hundred) shares of common stock having \$1.00 par value.

**ARTICLE V - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2)

Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Donald Krippendorf	4641 Park Street St. Petersburg, Florida 33710
Brett Harrington	2241 Nursery Road Clearwater, Florida 33764

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 3. Directors shall be elected and hold office as provided in the Bylaws.

#### **ARTICLE VI - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

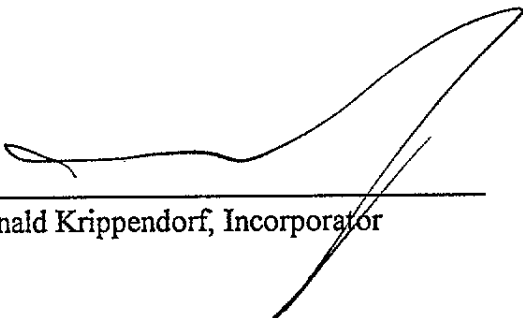
<u>Name</u>	<u>Address</u>
Donald Krippendorf	4641 Park Street St. Petersburg, Florida 33710

**ARTICLE VIII - ELECTIONS REGARDING  
CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

**IN WITNESS WHEREOF**, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 14<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
Donald Krippendorf, Incorporator

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

**FILED**  
00 DEC 26 AM 9:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: Florida Chiropractic Institute of Clearwater, P.A.
2. The name and address of the registered agent and office is: Alison M. Steele, Esq.  
535 Central Avenue  
St. Petersburg, FL 33701

SIGNATURE: \_\_\_\_\_

Donald Krippendorf, Incorporator

DATE: 12/14/00

**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: \_\_\_\_\_

Alison M. Steele, Esq.

DATE: 12-19-00