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February 16, 2001

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

000003719130--1  
-02/19/01--01134--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: SHEMANSKY CHIROPRACTIC, P.A.**

Dear Sir or Madam:

Enclosed are two originals of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 representing payment of the following:

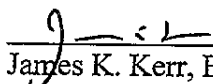
Filing Fee	\$ 35.00
Certified Copy of the Articles	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

LAW OFFICES OF JOHN D. SPEAR

  
James K. Kerr, Esquire

JEK/cam  
Enclosures  
cc: Chip Shemansky

FILED  
01 FEB 19 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESLER

FEB 21 2000

**ARTICLES OF INCORPORATION**

**OF**

**SHEMANSKY CHIROPRACTIC, P.A.  
A PROFESSIONAL CORPORATION**

FILED  
01 FEB 19 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice chiropractic medicine in the State of Florida, desires to form a professional corporation in accordance with Chapter 607 and Chapter 621 of the Florida Statutes and the Florida Professional Service Corporation Act, and adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation is **Shemansky Chiropractic, P.A.**

**ARTICLE II. REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The location and address of the Corporation's initial registered office in Florida and the Corporation's principal office is **25195 S. Tamiami Trail, Bonita Springs, Lee County, Florida 34135**. The initial registered agent at the registered office is **Chip Shemansky**.

**ARTICLE III. PURPOSE**

The purpose for which the Corporation is organized shall be to engage in the practice of chiropractic medicine within the State of Florida, and to take all actions that are necessary or proper in connection with that practice.

**ARTICLE IV. DURATION**

The term of existence of the Corporation is perpetual.

## **ARTICLE V. PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice chiropractic medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the professional rules of the practice of chiropractic medicine.

## **ARTICLE VI - INCORPORATOR**

The name and post office address of the incorporator is:

**Chip Shemansky  
25195 S. Tamiami Trail  
Bonita Springs, FL 34135.**

## **ARTICLE VII. DIRECTOR**

The Board of Directors shall consist of one (1) member. The name and address of the Director is:

**Chip Shemansky  
25195 S. Tamiami Trail  
Bonita Springs, FL 34135.**

## **ARTICLE VIII. CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares with a par value of \$1.00.

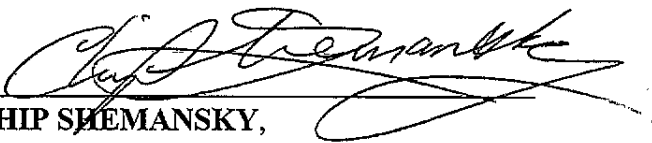
## **ARTICLE IX. STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is \$1,000.00.

## ARTICLE X. AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by Statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by Statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

**IN WITNESS WHEREOF**, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 16<sup>th</sup> day of February, 2001.

  
**CHIP SHEMANSKY,**  
Incorporator

STATE OF FLORIDA

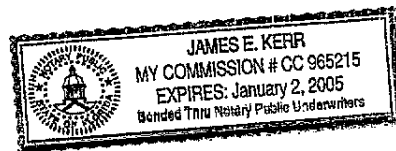
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 16th day of February, 2001, by  
CHIP SHEMANSKY, who is personally known to me or has produced  
a drivers license as identification.

J. E. Kerr  
Signature of Notary Public

JAMES E. KERR  
Printed Name of Notary Public

Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS SHALL BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SHEMANSKY CHIROPRACTIC, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lee County, State of Florida, has named **CHIP SHEMANSKY** as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
**CHIP SHEMANSKY,**  
REGISTERED AGENT

FILED  
01 FEB 19 AM 7:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA