

# PO2000050262

Requester's Name

Address

Phone #

**Johnson Accounting**

302 Dunlawton Ave.

Port Orange, FL 32127

600005234626--3

-04/10/02--01019--017

\*\*\*\*122.50 \*\*\*\*\*78.75

Office Use Only

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

1. 386-761-9008  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY -7 PM 5:12

EFFECTIVE DATE  
5-1-02

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

## NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

## AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

## OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

## REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

5-7-02



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 17, 2002

JOHNSON ACCOUNTING  
302 DUNLAWTON AVE.  
PORT ORANGE, FL 32127

SUBJECT: R. BLAINE ONEAL D.C., P.A.  
Ref. Number: W02000010887

We have received your document for R. BLAINE ONEAL D.C., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 902A00022983

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY -7 PM 5:12

ARTICLES OF INCORPORATION  
OF  
R. BLAINE ONEAL D.C., P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Doctor duly licensed to practice chiropractic medicine under the laws of the State of Florida does hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is R. BLAINE ONEAL, D.C.P.A.

ARTICLE II

EFFECTIVE DATE  
5-1-02

Commencement of Corporate Existence

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

Business and Powers

The general nature of the business and other activities to be transacted by this corporation are:

A. To engage in every phase and aspect of rendering to the public the same professional services, as one duly licensed to practice chiropractic medicine under the laws of the State of Florida is authorized to render; provided, however, that such professional services shall be rendered only through those corporate officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services in the State of Florida; provided further, however, that nothing herein contained shall be deemed to prevent the Corporation from employing unlicensed persons in capacities in which they are not rendering such professional services to the public in the course of their employment.

B. To engage in any other activity not specifically prohibited to corporations organized under the Florida Professional Service Corporation Act.

C. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by law or by these Articles of Incorporation.

#### ARTICLE IV

##### Authorized Shares

A. Issuance of Shares. The Corporation shall have authority to issue 100 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof (i) to one vote at any shareholders' meeting, (ii) to participate in all shareholders' meetings and (iii) to participate in the assets of the Corporation.

B. Consideration for shares. Shares of stock of the Corporation may be issued for such consideration, including lawful money of the United States of America, property, labor or services, as shall be fixed from time to time by the Board of Directors; provided, however, that such consideration shall have a value at least equal to the full par value of the shares being issued.

C. Restriction on Shares. Shares of stock of the Corporation may only be issued to a person who is licensed to practice chiropractic medicine in the State of Florida. No shareholder of the Corporation may sell or transfer his shares of stock therein except to another individual who is (i) licensed to chiropractic medicine in the State of Florida and (ii) employed by the Corporation. Each certificate representing shares of the Corporation shall disclose these restrictions by appropriate endorsement.

D. Voting of Shares. Shares in the Corporation shall be voted only personally and directly by the holder of record. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement which purports to vest another person with the authority to exercise the voting power of any or all of his shares. A shareholder (i) not employed by the

Corporation, (ii) legally disqualified to practice chiropractic medicine. Florida or (iii) who accepts employment that, pursuant to then existing law, places restrictions or limitations upon his continued rendering of professional services contemplated by the practice of chiropractic medicine or the personal representative of a deceased shareholder, shall not, at any time, participate in or vote upon any matter presented to any meeting of the shareholders of the Corporation. Each certificate representing shares of the Corporation shall disclose these restrictions by appropriate endorsement.

#### ARTICLE V

##### Existence

The Corporation shall have perpetual existence unless dissolved according to law.

#### ARTICLE VI

##### Preemptive Right

The Shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

#### ARTICLE VII

##### Initial Registered Office

The street address of the initial registered office of the Corporation is 713 CLYDE MORRIS BLVD., Daytona Beach, Florida, and the name of the initial registered agent at that address is R BLAINE ONEAL D.C. The Principal address is the same.

#### ARTICLE VIII

##### Board of Directors

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

R BLAINE ONEAL D.C.  
713 CLYDE MORRIS BLVD.  
Daytona Beach, Florida

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the power and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors;
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue;

#### ARTICLE IX

##### Officers

A. The officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

R BLAINE ONEAL D.C. President

#### ARTICLE X

##### Conflict of Interest

No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any of this Corporation's directors are interested in, or are directors or officers of such other corporation, and no contract or other transaction between the Corporation and any other persons or firm shall be affected or invalidated by the fact that any of this corporation's directors are a party to, or are parties to, or interested in such contract or transactions; provided that in each such case the nature and extent of the interest of such directors in such contract or other transactions or the fact that such directors are directors or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

#### ARTICLE XI

The name and street address of the person signing these Articles is:

R BLAINE ONEAL  
713 CLYDE MORRIS BLVD  
DAYTONA BEACH, FLORIDA

#### ARTICLE XII

##### Miscellaneous

A. Other offices, Agencies and Branches. The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings.

Meetings of the shareholders and directors of this Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me, the undersigned authority, personally appeared R BLAINE ONEAL D.C. , who are to me well known to be the person described in and who subscribed the above Articles of Incorporation and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at PORT ORANGE in said County and State, this 1<sup>ST</sup> day of MAY, 2002



Elmer Robert Branch, III.  
MY COMMISSION # DD072777 EXPIRES  
March 15, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public, State of  
Florida

The undersigned, having been named to accept services of process for the above stated corporation, at the place designated in Article VII of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office

R. Blaine Oneal  
R BLAINE ONEAL D.C.