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Account Number : 076424001425
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FLORIDA PROFIT CORPORATION OR P.A.

HEALTH AND WELLNESS CENTER OF PORT ST. LUCIE, INC.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

HEALTH AND WELLNESS CENTER OF PORT ST. LUCIE, INC.

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I
NAME**

The name of this corporation shall be: **Health and Wellness Center of Port St. Lucie, Inc.**

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

A multi-disciplinary healthcare organization, which employs chiropractors, medical physicians, physical therapists, nurses and other healthcare professionals; and to engage in the use any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(561) 287-2600
Fla. Bar No.: 250414

FAX AUDIT NUMBER: H03000072318 6

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**ARTICLE IV
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

**ARTICLE V
MAILING AND PRINCIPAL ADDRESS**

The mailing and principal address of the Corporation is: 9156 S. Federal Highway, Port St. Lucie, Florida 34952.

**ARTICLE VI
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III 555 Colorado Avenue, Suite 1
Stuart, Florida 34994

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) members. Director need not be residents of the State of Florida.

FAX AUDIT NUMBER: B03000072318 6

FAX AUDIT NUMBER: B03000072318 6

**ARTICLE VIII
NAME AND ADDRESS OF INITIAL DIRECTOR**

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, and until his successors shall have been elected and qualified, is as follows:

Lare Ziemba	9156 S. Federal Highway Stuart, FL 34952
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**ARTICLE IX
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Lare Ziemba	9156 S. Federal Highway Stuart, FL 34952
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**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Directors of the corporation at a regular or special meeting of The Board of Directors.

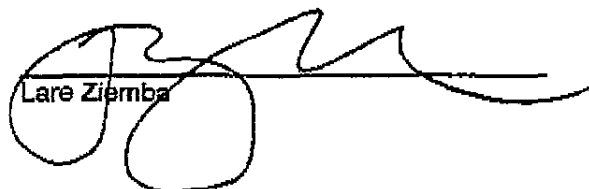
**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

FAX AUDIT NUMBER: B03000072318 6

FAX AUDIT NUMBER: H03000072318 6

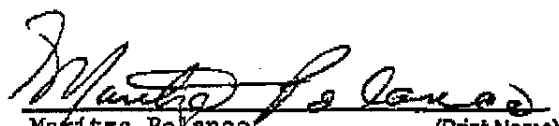
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 6th day of March, 2003.


Lare Ziemba

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of March, 2003, by Lare Ziemba, (PLEASE CHECK ONE OF THE FOLLOWING) ☐ who is personally known to me or ☒ who has produced Fla. License Drive (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



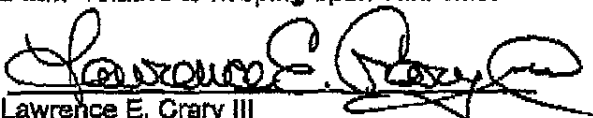

Maritza Polanco (Print Name)
NOTARY PUBLIC
My Commission Expires: 5/4/03

FAX AUDIT NUMBER: H03000072318 6

FAX AUDIT NUMBER: H03000072318 6

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.


Lawrence E. Crary III
Registered Agent

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