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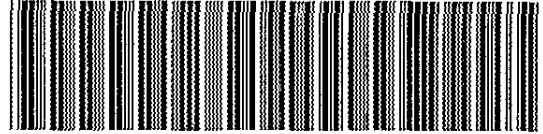
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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT
JOHN E. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.
MICHAEL B. HILL

OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
+ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

September 16, 2003

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: SUMMERLIN CHIROPRACTIC, P.A.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$128.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

plus:

Cancellation of Fictitious Name	<u>\$ 50.00</u>
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Total: \$128.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

I have also enclosed a Cancellation of Fictitious Name Registration, which I would appreciate your filing on the State's records to cancel the name of SUMMERLIN CHIROPRACTIC, registration #G02172900196.

If you have any questions, do not hesitate to contact me.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH, & KINSEY, P.A.

D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
cc: C. Daren Fitzpatrick, D.C.
KS-5204

ARTICLES OF INCORPORATION
OF
SUMMERLIN CHIROPRACTIC, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice chiropractic medicine under the laws of the State of Florida, adopt(s) these Articles to form a Corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I
NAME

The name of the professional service corporation is SUMMERLIN CHIROPRACTIC, P.A.

ARTICLE II
PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 15880 Summerlin Road, Suite 107, Fort Myers, Florida 33908.

ARTICLE III
PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of chiropractic medicine, including massage and rehabilitation. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
CAPITAL STOCK

The capital stock of the professional service corporation shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice chiropractic medicine in the State of Florida.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 15880 Summerlin Road, Suite 107, Fort Myers, Florida 33908. The name of the initial registered agent at that address is C. DAREN FITZPATRICK, D.C.

ARTICLE VII
BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of not less than one (1) nor more than five (5) members. The name(s) and address(es) of the member(s) of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
C. DAREN FITZPATRICK, D.C.	15880 Summerlin Road, Suite 107 Fort Myers, Florida 33908

ARTICLE VIII
SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these Articles of Incorporation as subscriber(s) are:

<u>Name</u>	<u>Address</u>
C. DAREN FITZPATRICK, D.C.	15880 Summerlin Road, Suite 107 Fort Myers, Florida 33908

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES


The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice chiropractic medicine, including massage

and rehabilitation, in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation on Sept. 16, 2003.


C. Daren Fitzpatrick, D.C.

STATE OF FLORIDA

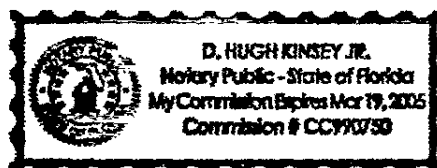
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 16th day of September, 2003, by C. DAREN FITZPATRICK, D.C., who is () personally known to me or who has () produced Florida Driver's License as identification.


Signature of Notary Public
D. HUGH KINSEY, JR.

Printed Name of Notary Public

(SEAL)
Comm. No:
Comm. Exp. Date:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT SUMMERLIN CHIROPRACTIC, P.A., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS
NAMED C. DAREN FITZPATRICK, D.C., LOCATED AT 15880 SUMMERLIN ROAD, SUITE 107,
CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SUMMERLIN CHIROPRACTIC, P.A.

(CDF)

Signature: C. Daren Fitzpatrick D.C.

(Corporate Officer)

Title: President

Date: 9-16-3

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

(CDF)

Signature: C. Daren Fitzpatrick D.C.

Resident Agent

Date: 9-16-3

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