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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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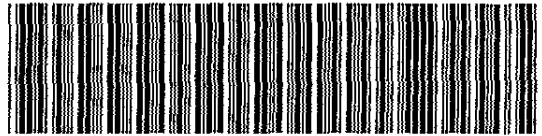
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Frank I. Grey, P. A.  
Attorney and Counselor at Law  
5709 Tidalwave Drive  
New Port Richey, Florida 34652  
Telephone (727) 847-5854  
Facsimile (727) 841-8685

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

October 21, 2003

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: ARTICLES OF INCORPORATION FOR  
PHYSICIAN'S HEALTH INSTITUTE, INC.**

Dear Sirs:

Enclosed please find the following for filing in your office in connection with the above referenced corporation:

1. Original and one (1) copy of  
Articles of Incorporation for  
Physician's Health Institute, Inc.
2. Check in the amount of \$78.75 for:

Filing Fee -	\$35.00
Registered Agent	
Designation	\$35.00
Certified copy	<u>\$ 8.75</u>
	\$78.75

Please return the copies to the undersigned in the envelope enclosed.

If you have any questions, please do not hesitate to call.

Very truly yours,

  
Frank I. Grey

FIG/pc  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PHYSICIAN'S HEALTH INSTITUTE, INC.

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida, pursuant to Chapter 607, Florida Statutes, and execute the following:

ARTICLE I. CORPORATE NAME

The name and address of the corporation shall be:

PHYSICIAN'S HEALTH INSTITUTE, INC.  
5341 GRAND BOULEVARD  
SUITE 108  
NEW PORT RICHEY, FLORIDA 34652

ARTICLE II. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles with the Secretary of State.

ARTICLE III. GENERAL PURPOSES

The purpose of this corporation is to engage in exercise training and related services; and any lawful business permitted under the laws of the State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 5000 shares of common stock, with an initial issuance of 100 shares having a par value of \$1.00 per share.

Authorized stock may be paid for in cash, past services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE V. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have the preemptive right to acquire, pro rata, unissued or treasury shares of the Corporation or securities of the Corporation, convertible into or carrying the right to subscribe to or acquire shares. Such shares or securities may be issued by the Corporation from time to time for money, any property, or past services in addition to authorized shares, and the preemptive right of any shareholder shall be determined by the ratio shares of which he or she is the holder to all authorized and issued shares. The prices, terms and conditions therefore shall be fixed by the Board of Directors.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock bonds, debentures or other securities convertible into common stock, the corporation shall first offer to all of the holders of its common stock the right of purchase a pro rata portion of such common stock or such securities convertible into common stock.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the initial Registered Office of this corporation shall be:

HEIDI SCHLYER  
5341 GRAND BOULEVARD  
SUITE 108  
NEW PORT RICHEY, FLORIDA 34652

The Board of Directors from time to time may designate any other address and place for the registered office of this corporation.

#### ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have 1 (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE IX. INCORPORATORS

The names and street address of the Incorporators of these Articles of Incorporation are:

1. HEIDI SCHLYER  
5341 GRAND BOULEVARD  
SUITE 108  
NEW PORT RICHEY, FLORIDA 34652

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

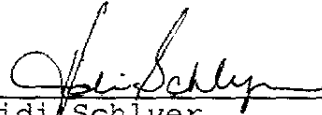
**ARTICLE XI. BY-LAWS**

The By-Laws shall be made, amended, or rescinded from time to time as therein provided.

**ARTICLE XII. RIGHT OF FIRST REFUSAL**

The Corporation shall have the right of first refusal to any shareholder who desires to sell his shares or portions thereof, the compensation for which shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed the foregoing Articles of Incorporation this 21 day of October, 2003.

  
Heidi Schlyer

STATE OF FLORIDA     )  
COUNTY OF PASCO    )

BEFORE ME, a Notary Public, personally appeared HEIDI SCHLYER, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 21<sup>st</sup> day of October, 2003.

  
Notary Public

My Commission Expires:

(SEAL)



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

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

FIRST: That PHYSICIAN'S HEALTH INSTITUTE, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at:

5341 Grand Boulevard  
Suite 108  
New Port Richey, Florida 34652

has named: HEIDI SCHLYER  
located at: 5341 Grand Boulevard  
Suite 108  
New Port Richey, Florida 34652

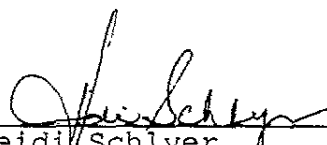
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as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
HEIDI SCHLYER  
TITLE: PRESIDENT

DATE: OCTOBER 21, 2003.

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 property and complete performance of my duties.

  
\_\_\_\_\_  
Heidi Schlyer  
Resident Agent

DATE: OCTOBER 21, 2003.