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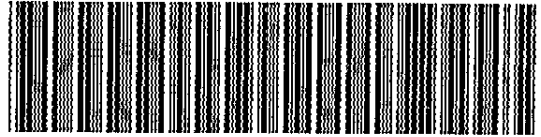
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

ajf/11



JOHN G. HUBBARD
MARK W. BRANDT
* THOMAS J. TRASK
* RICHARD A. ALEXANDER
LYNN A. BRAUER

TRANSMITTAL LETTER

November 7, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: WOMEN'S HEALTH EXPRESS, INC.
(Proposed corporate name - must include suffix)

Enclosed is the original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00
(Filing Fee)

☐ \$78.75
(Filing Fee
& Certificate)

☒ \$78.75
Filing Fee
& Certified
Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

(Additional Copy Required)

FROM: John G. Hubbard, Esquire, Frazer, Hubbard, Brandt & Trask, LLP
(Name Printed or typed)
595 Main Street
(Address)
Dunedin, FL 34698
(City, State & ZIP)
(727) 733-0494
(Daytime Phone Number)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
WOMEN'S HEALTH EXPRESS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WOMEN'S HEALTH EXPRESS, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purpose of this corporation is to provide aerobic and health services and for all other lawful business purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34698 and the name of the registered agent of this corporation at that address is John G. Hubbard.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation

are:

Christy Green
1090 Pinellas Bayway South
Unit C-3
Tierra Verde, FL 33715

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held or record by not less than 2,000 shareholders.

ARTICLE XIV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVIII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

ARTICLE XIX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XX - AMENDMENT

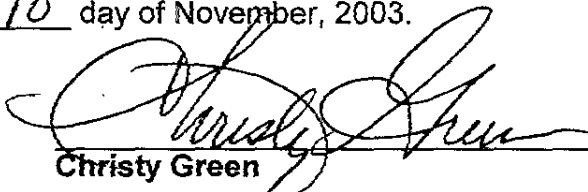
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXI - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of November, 2003.


Christy Green

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Christy Green, known to me to be the person described in and who executed these Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 10 day of November, 2003.

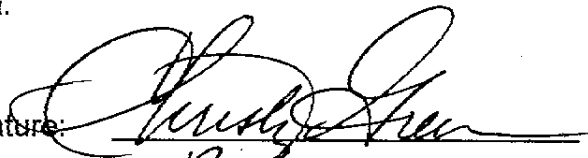

Notary Public
My Commission Expires

OFFICIAL NOTARY SEAL
JOHN G HUBBARD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC968971
MY COMMISSION EXP. OCT. 15, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

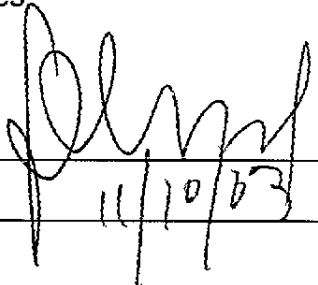
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED: WOMEN'S HEALTH EXPRESS, INC., desiring to
organize or qualify under the laws of the State of Florida, with the principal place
of business at 1090 Pinellas Bayway South, Unit C-3, Tierra Verde, FL 33715,
Pinellas County, Florida has named John G. Hubbard as its resident agent to
accept service of process within Florida.

Signature: 
Title: Pres
Date: 11/10/03

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated
corporation, at the place designated in the 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.

Signature: 
Date: 11/10/03