

PO3000148857

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900025180679

12708213--11058--124 \*\*122.50

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

03 DEC -8 PM 1:46

FILED

CLAYTON H. BLANCHARD, JR., P.A.

Attorney at Law  
35 East Pinehurst Boulevard  
Eustis, Florida 32726

Telephone (352) 589-1919

Telecopier (352) 589-0032

December 5, 2003

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

Re: *Frank W. Scholz, P.A.*

Dear Sir or Madam:

In reference to the above, enclosed please find *Articles of Incorporation of Frank W. Scholz, P.A.*, to be filed with the Florida Department of State. Also, enclosed please find a check in the amount of \$122.50 for the filing fee and certified copies to be returned to me.

If you should have any questions or comments, please do not hesitate to contact me at (352) 589-1919.

Sincerely,

*Clayton H. Blanchard, Jr.* 

Clayton H. Blanchard, Jr.

CHB:rtt

Enclosures

**FILED**

03 DEC -8 PM 1:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL CORPORATION**

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this Corporation shall be Frank W. Scholz, P.A. The principal office of this corporation shall be 4820 N. Highway 19A, Suite 2, Mt. Dora, Florida 32757. The mailing address of this corporation shall be 4820 N. Highway 19A, Suite 2, Mt. Dora, Florida 32757.

**II**

**Purposes**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect in the practice of a chiropractor, and all its fields of specializations, as are engaged in by chiropractor.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be under the direction of Frank W. Scholz who is in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**III**  
**Capital Stock**

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Dollar \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to Frank W. Scholz who is in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**IV**  
**Duration**

The corporation shall have perpetual existence.

**V**  
**Registered Agent**

The address of this corporation's initial registered office is 4820 N. Highway 19A, Suite 2, Mt. Dora, Florida 32757, and the name of its initial registered agent at that address is Frank W. Scholz.

**VI**  
**Incorporator**

The name and address of the Incorporator is as follows: Frank W. Scholz, 4820 N. Highway 19A, Suite 2, Mt. Dora, Florida 32757.

**VII**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of the corporation are:

Frank W. Scholz

4820 N. Highway 19A, Suite 2  
Mt. Dora, Florida 32757

**VIII**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX**  
**Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends

**X**  
**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI**  
**Indemnification**

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

**XII**  
**Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 3 day of December, 2003.

Frank W. Scholz  
Frank W. Scholz  
Incorporator

Frank W. Scholz  
Frank W. Scholz  
Registered Agent

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared **Frank W. Scholz** who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator and Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

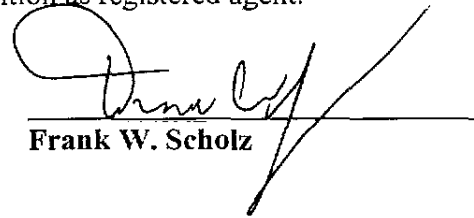
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Eustis in the said County and State, this 3 day of December, 2003.

Rachel L Tyre  
NOTARY PUBLIC  
Rachel L Tyre  
(Please Print)  
My Commission Expires:



**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_

**Frank W. Scholz**

Date: December 3, 2003