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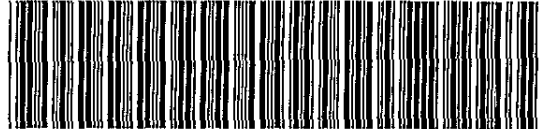
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ARTICLES OF INCORPORATION  
OF  
PATH OF HEALING, INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 DEC 12 PM 1:22

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be PATH OF HEALING, INC.

Section 1.2 Principal Office and Place of Business. The principal office of the corporation shall be located at 3230 South Gate Circle, Sarasota, Florida, with a post office address which is the same as the principal office. The principal place of business of the corporation shall be the same as the principal office. The corporation may change the location of the foregoing offices or the post office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be:

Robert P. Watrous, Esq.

The street address of the Registered Agent, which shall be the Registered Office, shall be:

ROBERT P. WATROUS, CHARTERED  
2033 Wood Street, Suite 220  
Sarasota, FL 34237

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ARTICLE II  
DURATION AND COMMENCEMENT

Section 2.1 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2 Commencement of Corporate Existence/Effective Date. The corporation's existence shall commence on the date of subscription and acknowledgment hereof which date **shall be no more than 5 days prior to the filing hereof by the Department of State.**

ARTICLE III  
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV  
AUTHORIZED SHARES

Section 4.1 Class, Number and Par. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1000) shares at \$1.00 par value.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in

services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

## ARTICLE V GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

Section 5.3 Directors. The number of directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

Name	Title	Address
LAURIE CONKLIN WATROUS	President, Treasurer, Director, Secretary	1343 RANCHERO DRIVE SARASOTA, FLORIDA

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: LAURIE CONKLIN WATROUS, 1343 RANCHERO DR., SARASOTA, FLORIDA.

IN WITNESS WHEREOF, the undersigned executed this instrument this 5th day of Dec, 2003

INCORPORATOR:

*Laurie Watrous*

LAURIE CONKLIN WATROUS, P/T/D  
PATH OF HEALING, INC.

STATE OF FLORIDA       )  
COUNTY OF SARASOTA    )

BEFORE ME, the undersigned authority, personally appeared LAURIE CONKLIN WATROUS, who is well known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 5th day of Dec, 2003.

*Sharon Menasco*

Notary Public - State of Florida

My commission expires:



PATH OF HEALING, INC.  
CONSENT IN LIEU OF  
FIRST MEETING OF INCORPORATORS AND SUBSCRIBERS

The undersigned, being all of the incorporators and subscribers of the above corporation, a Florida corporation, hereby consent to the following action as though taken at the above meeting duly called and convened for the purpose of the action herein reflected on \_\_\_\_\_ (date), at the principal office of the corporation in the State of Florida, notice and call of the time, place and purpose and attendance of which is hereby waived, and in consideration of the mutual promises herein contained and for other good and valuable consideration, hereby agree to the terms and conditions contained herein.

1. Incorporation. The incorporation of the above corporation and the filing of the Articles of Incorporation hereby is ratified and confirmed.

2. Assignment of Subscriptions. All prior subscriptions to the shares of stock of the corporation hereby are assigned and/or accepted as provided below.

3. Stock Subscriptions. Each subscriber to the shares of stock of the corporation and the number of shares subscribed hereby are as follows:

LAURIE C. WATROUS - 1000 Shares

Such person's signature hereto shall constitute such person's acceptance hereof.

4. Directors. Each subscriber and each person signing hereunder as director is appointed as a director of the corporation, and such person's signature hereto shall constitute such persons acceptance hereof.

IN WITNESS WHEREOF, the undersigned caused this instrument to be executed on the date first above written.

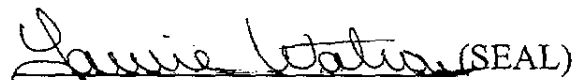
INCORPORATOR:

Laurie Watrous  
LAURIE C. WATROUS

SUBSCRIBERS-DIRECTORS:

Laurie Watrous  
LAURIE C. WATROUS

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.

 (SEAL)  
LAURIE C. WATROUS,  
As Secretary

PATH OF HEALING, INC.  
CONSENT IN LIEU OF  
ORGANIZATION MEETING OF DIRECTORS

The undersigned, being all of the directors of the above corporation, hereby consent to the following action as though taken at the above meeting duly called and convened for the purpose of the action herein reflected on \_\_\_\_\_ (date at the principal office of the corporation in the State of Florida, notice and call of the time, place and purpose and attendance of which is hereby waived.

1. Action by Incorporators and Subscribers. The action and agreement by Consent in Lieu of First Meeting of Incorporators and Subscribers of the corporation hereby is acknowledged, ratified, confirmed and adopted.

2. Bylaws. The Bylaws appended hereto are ratified, confirmed and adopted in all respects as the Bylaws for the corporation.

3. Election of Officers. Each of the following persons is hereby elected to act as an officer of the corporation in the capacity indicated, and shall hold office until a successor is elected and qualified or until earlier resignation, removal or death:

LAURIE C. WATROUS, President/Treasurer/Director/ Secretary

4. Stock Certificate. The specimen certificate of the capital stock of the corporation appended hereto hereby is adopted as the form of stock certificate of the corporation.

5. Corporate Seal. The seal of the corporation shall bear the name of the corporation, the state of incorporation, and the year of incorporation and shall be as affixed below.

6. Bank Account. The Treasurer of the corporation hereby is authorized and directed to open an account with a bank of its choosing and to deposit therein all funds of the corporation, all drafts, checks and notes of the corporation, payable on said account to be made in the corporate name, and to execute in conjunction with the President of the corporation an appropriate bank resolution which shall be appended hereto.

7. Issuance of Stock. The corporation hereby is authorized and directed to issue its capital stock in the full amount or number of shares authorized by the



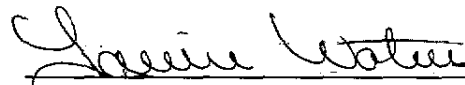
Articles of Incorporation, in such amounts and for such consideration in cash, property or services, as may from time to time be determined by the Board of Directors and as may be permitted by law.

IN WITNESS WHEREOF, the undersigned caused this instrument to be executed on the date first above written.

DIRECTORS:

  
LAURIE C. WATROUS, Director,

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.

 (SEAL)  
LAURIE C. WATROUS,  
As Secretary

PATH OF HEALING, INC.  
CONSENT IN LIEU OF  
ANNUAL MEETINGS OF SHAREHOLDERS AND DIRECTORS

Pursuant to Florida corporation law, the undersigned, constituting all shareholders and all directors of the above corporation, hereby unanimously consent to the following action as though taken at the above meetings duly called and convened for the purposes herein contained, this \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_, at the principal office of the corporation, notice and call of the time, place and purpose and attendance of which is hereby waived.

1. Previous Minutes. The minutes of the immediately preceding meetings of shareholders and directors were read and are hereby ratified and approved.

2. Action Taken. All action taken by or on behalf of the corporation, directors and officers during the preceding year is hereby ratified and approved.

3. Financial Report. The report of the financial condition of the corporation during the preceding year is to be prepared and submitted to the President for approval.

4. Election of Directors. Each of the following individuals is hereby appointed and elected director of the corporation until such individual's successor is appointed and elected and duly qualified:

LAURIE C. WATROUS, Director

5. Election of Officers. Each of the following individuals is hereby appointed and elected officer of the corporation until such individual's successor is appointed and elected and duly qualified:

LAURIE C. WATROUS, President/Treasurer/Secretary/Director

6. Compensation Adjustments. The bonus, salary and compensation adjustments made by the President during the preceding year hereby are ratified and approved.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on the date first above written.

SHAREHOLDER(S):

Laurie Watrous  
LAURIE C. WATROUS

DIRECTOR(S):

Laurie Watrous  
LAURIE C. WATROUS

The secretary of the above corporation hereby certifies and files the above consent with and as the records of the corporation as of the date first above written.

Laurie Watrous (SEAL)  
LAURIE C. WATROUS,  
As Secretary

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 12 PM 1:22

In compliance with Section 48.091, Florida Statutes, it is submitted that PATH OF HEALING, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3230 South Gate Circle, Sarasota, Florida, has named ROBERT P. WATROUS, ESQ., located at 2033 Wood Street, Suite 220, Sarasota, FL 34237, as its registered agent to accept service of process within Florida.

Signature: Laurie Conklin Watrous

LAURIE CONKLIN WATROUS

Title: President, Secretary, Treasurer

Date: 12/5/03

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.

Signature: Robert P. Watrous

ROBERT P. WATROUS, ESQ.

Date: 12/5/2003