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STATE
TALLAHASSEE, FLORIDA

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
MAUREEN DUGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
THOMAS J. GILLIAM, JR.
BRIAN W. HOFFMAN
CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
MATTHEW C. HOFFMAN
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
JASON R. MOSLEY
LL.M. in Taxation
ROBERT C. PALMER, III
Board Certified Civil Trial Lawyer
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
JOHN B. TRAWICK
TIFFANY T. WOODWARD
Also Licensed In Alabama
SUSAN A. WOOLF

MATTHEW C. HOFFMAN

TELEPHONE • (850) 434-2411 ext. 165
FACSIMILE • (850) 435-1074
E-MAIL • mhoffman@shellfleming.com

OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING
M. J. MENGE

ROLLIN D. DAVIS, JR.
(1932-2002)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

January 6, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Santa Rosa Wellness Spa, P.A.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for the referenced corporation. Both have been subscribed and acknowledged by the incorporator. If the articles meet with your approval, we would appreciate your filing the original and certifying and returning the copy to our office.


Also enclosed is our check for \$78.75 representing payment of the following items:

Filing fee	\$35.00
Registered Agent Designation	\$35.00
Certified Copy of Articles	\$ 8.75

Thank you for your assistance in this matter.

Yours sincerely,

SHELL, FLEMING, DAVIS & MENGE


Matthew C. Hoffman

Enclosures

**ARTICLES OF INCORPORATION
OF
Santa Rosa Wellness Spa, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice as a chiropractic physician in the State of Florida, hereby organizes and forms a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is Santa Rosa Wellness Spa, P.A.

ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is:

4006 N. 9th Avenue
Pensacola, Florida 32503-2824

The name of the initial Registered Agent of the corporation located at that office is Dana Berthiaume.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE IV - PURPOSE

The general nature of the business and the proposed objects and purposes to be transacted, promoted and carried on by the corporation shall be to engage in every aspect of the practice of a chiropractic physician and to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, to-wit:

A. To render every professional service which a chiropractic physician is authorized to render pursuant to the laws of the State of Florida and the canons of professional ethics governing the conduct of chiropractic physicians.

B. To render such professional service only through its officers, agents and employees who are 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, or any other type of investment.

D. To own real and personal property necessary or incidental to the rendering of the professional services hereby authorized.

E. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the objects and purposes enumerated in these Articles of Incorporation or any amendment thereof, or that may be necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, individuals, to engage in any transaction and to conduct any business which it is permitted to do by the laws of the State of Florida but only to the extent that such transactions or the conduct of such business is not in violation of the canons of professional ethics governing the chiropractic profession.

F. The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation, but it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law; provided, however, that this corporation shall not engage in any business other than the practice of chiropractic medicine and business transactions incidental thereto.

ARTICLE V - CAPITAL STOCK

The total number of shares to stock which the corporation shall be authorized to issue or have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar (\$1.00) par value. None of the shares of the corporation shall be issued to anyone other than an individual duly licensed to practice as a chiropractic physician in the State of Florida, nor may any shareholder sell or transfer such shares in the corporation except to another individual who is duly licensed to practice as a chiropractic physician in the State of Florida.

ARTICLE VII – STOCK RESTRICTIONS

No shareholder of the corporation may enter into a voting trust agreement or any other type of agreement vesting or attempting to vest in another person the authority to exercise the voting power of any or all of the stock of such shareholder. Any shareholder of the corporation who is legally disqualified to render professional services necessary and required to practice as a chiropractic physician within the State of Florida shall become obligated to divest himself/herself of such stock in the corporation in the manner provided for in the bylaws of the corporation. The shareholders of the corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of the corporation's shareholders. No shareholder of the corporation may sell or transfer such shareholder's shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall be approved at a shareholders' meeting especially called for such purpose. If any shareholder shall become legally disqualified to practice as a chiropractic physician in the State of Florida, or be elected or appointed to a public office or accept other employment which places restrictions of limitations upon such shareholder's continuous rendering of such professional services, then such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws of the corporation.

ARTICLE VIII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Dana Berthiaume
4006 N. 9th Avenue
Pensacola, Florida 32503-2824

ARTICLE X - EFFECTIVE DATE OF INCORPORATION

The effective date for the commencement of existence of this corporation shall be the date of the filing of the Articles of Incorporation.

ARTICLE XI - DIRECTORS

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial director is:

Dana Berthiaume
4006 N. 9th Avenue
Pensacola, Florida 32503-2824

The initial Director shall hold office until his successor is elected and qualified as provided in the By-Laws. Then the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial Board of Directors shall be the authorized number of directors until that number is changed by a By-law adopted by the shareholders.

ARTICLE XII - BY-LAWS

The initial director shall submit the proposed By-Laws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the date of incorporation.

The total number of shares to stock which the corporation shall be authorized to issue or have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar (\$1.00) par value. None of the shares of the corporation shall be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida, nor may any shareholder sell or transfer such shares in the corporation except to another individual who is duly licensed to practice medicine in the State of Florida.

ARTICLE VII – STOCK RESTRICTIONS

No shareholder of the corporation may enter into a voting trust agreement or any other type of agreement vesting or attempting to vest in another person the authority to exercise the voting power of any or all of the stock of such shareholder. Any shareholder of the corporation who is legally disqualified to render professional services necessary and required to practice medicine within the State of Florida shall be come obligated to divest himself/herself of such stock in the corporation in the manner provided for in the bylaws of the corporation. The shareholders of the corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the corporation by any of its shareholders or in the event of the death of any of the corporation's shareholders. No shareholder of the corporation may sell or transfer such shareholder's shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall be approved at a shareholders' meeting especially called for such purpose. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or be elected or appointed to a public office or accept other employment which places restrictions of limitations upon such shareholder's continuous rendering of such professional services, then such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the bylaws of the corporation.

ARTICLE XIII - DISSOLUTION

The corporation may be dissolved at any time (A) by unanimous written consent of the shareholders; or (B) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Pensacola, Escambia County, Florida on this 6 day of January, 2004.

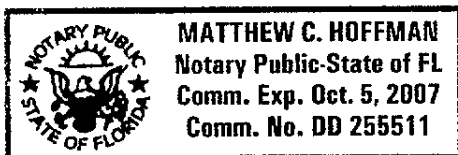

Dana Berthiaume

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Dana Berthiaume, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He produced driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of January, 2004.


NOTARY PUBLIC-STATE OF FLORIDA
TYPED NAME: Matthew C. Hoffman
MY COMMISSION EXPIRES: _____



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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Santa Rosa Wellness Spa, P.A. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 1-6-04


Dana Berthiaume