

P04000096962

(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:

7

Office Use Only



900038131119

06/25/04--01018--002 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUN 25 PM 2:24

**PATRICIA CARROLL, P.A.**

19046 Bruce B. Downs Blvd. #155  
Tampa, FL 33647

Phone: (813) 994-5457  
Fax: (813) 991-9603

June 22, 2004

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Cross Wellness, Inc.

To whom it may concern:

Please find enclosed the original and one copy of Articles of Incorporation for Cross Wellness, Inc. to be filed. Please also find enclosed a check in the amount of \$78.75 for the following fees:

Filing fee \$35.00  
Designation of Registered Agent \$35.00  
Certified Copy \$8.75  
Total fee tendered: \$78.75

Please contact me if you need any additional information in this matter.

Sincerely,

**PATRICIA CARROLL, P.A.**



**PATRICIA A. CARROLL, ESQUIRE**

PAC/rc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUN 25 PM 2:26

**ARTICLES OF INCORPORATION**  
**OF**  
**CROSS WELLNESS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUN 25 PM 2:24

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "Corporation") is CROSS WELLNESS, INC.

**SECOND:** The period of duration of the Corporation is perpetual.

**THIRD:** The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, which includes but is not limited to:

Buying and selling a full range of Nikken products, and provide wellness services including, but not limited to consultations and all other services as needed, and to perform all activities related thereto without limitation and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**FOURTH:** Authorized Shares

Number: The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$1.00 each and are of the same class and are to be Common shares.

Stated Capital: The sum of the value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the Corporation.

No classes of stock: The shares of the Corporation are not to be divided into classes.

**FIFTH:** The street address of the initial registered agent's office of the Corporation in the State of Florida is 8402 Portage Avenue, Tampa, FL 33647.

The name of the initial registered agent of the Corporation at the said registered office is Paul Cross. The written acceptance of the said initial registered agent, as required in Section

607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**SIXTH:** The name and address of the incorporator is:

NAME	ADDRESS
Paul Cross	8402 Portage Avenue Tampa, FL 33647

**SEVENTH:** The names and address of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS
Paul Cross	8402 Portage Avenue Tampa, FL 33647

**EIGHTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**NINTH:** An affirmative vote of all of the shares of the Corporation shall be required for any shareholder action.

**TENTH:** The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

**ELEVENTH:** The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or property or services, from time to time, in addition to that stock authorized (authorized and issued) by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

**TWELFTH:** The address of the principle office of the Corporation is 8402 Portage Avenue, Tampa, FL 33647.

IN WITNESS WHEREOF; THE UNDERSIGNED has executed these articles of incorporation at 8903 Regents Park Drive, Tampa, Florida, 33647,  
On this 23<sup>rd</sup> day of JUNE, 2004.

  
\_\_\_\_\_  
PAUL CROSS, Incorporator

#### DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I 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.

  
\_\_\_\_\_  
PAUL CROSS, Registered Agent

Dated: June 23, 2004

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JUN 25 PM 2:24