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DIVISION OF CORPORATIONS
05 JAN 28 PM 2:24

TRANSMITTAL LETTER

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

SUBJECT: MEDICALWAY & CONSULTING, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status

ADDITIONAL COPY REQUIRED

FROM: BRYAN K. BASSETT
Name (Printed or typed)

RAY QUINNEY & NEBEKER, PC
36 SOUTH STATE STREET, SUITE 1400

Address

SALT LAKE CITY, UT 84111

City, State & Zip

(801) 323-3386

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
MEDICALWAY & CONSULTING, INC.**

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DIVISION OF CORPORATIONS
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I, THE UNDERSIGNED PERSON, acting as the Incorporator of a corporation in compliance with Chapter 607 of the Florida Statutes, as amended (hereinafter "F.S."), being a natural person at least eighteen years of age, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be: **Medicalway & Consulting, Inc.** (hereinafter the "**Corporation**").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailing address of the Corporation is:

4288 Edwards Road
West Palm Beach, FL 33406

Mail To -
PO Box 19368
WPB, FL 33416

ARTICLE III - PURPOSE

The corporation is organized for the purpose of (a) conducting educational seminars and providing other consulting services related to the field of medicine and all activities incident or related thereto; (b) the acquisition, ownership, holding for investment, development, construction, management, sale, lease, rent, exchange and all other modes of dealing with all forms of real and personal property, tangible and intangible, wherever located; and (c) all other businesses and activities in which the officers of the Corporation may from time to time decide to engage in, as approved by the Board of Directors of the Corporation. The Corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.

ARTICLE IV - SHARES

Section 4.1 Number of Shares. The aggregate number of shares of capital stock which the Corporation shall be authorized to issue is fifty thousand (50,000) shares of the par value of One Cent (\$0.01) per share.

Section 4.2 Classification; Rights and Preferences. All shares of capital stock of the Corporation shall be of the same class, voting common, and shall have the same rights and preferences.

Section 4.3 Stock Not Assessable. Fully paid shares of capital stock of this Corporation shall not be liable to any call and shall be non-assessable.

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects that the shareholders shall have pre-emptive rights to acquire unissued shares of the Corporation.

ARTICLE VI - OFFICERS AND DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2). The names and addresses of the officers and the members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Bill Pike Director, President, Secretary & Treasurer	4288 Edwards Road West Palm Beach, FL 33406
Samantha Bostrom Director	5882 S. 900 E., Suite 102 Salt Lake City, UT 84121

ARTICLE VII - REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the initial Registered Agent and the address of the initial registered office of the Corporation are:

<u>Name</u>	<u>Address</u>
Bill Pike	4288 Edwards Road West Palm Beach, FL 33406

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator are:

Name

Bill Pike

Address

PO BOX 19368
WPA FL 33416
4288 Edwards Road
West Palm Beach, FL 33406

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

DATED JAN 3, 2005


Bill Pike
Incorporator and Registered Agent

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