

POS000092976

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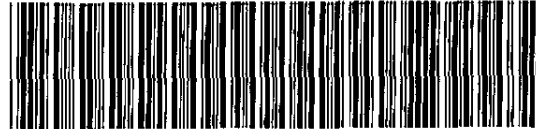
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05 OCT -6 AM 10:55
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

Amend sheet

C. Corallo

OCT 06 2005

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Articles Amend

1.

Gold Coast Chiropractic & Rehab, P.A.
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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October 5, 2005

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: GOLD COAST CHIROPRACTIC & REHAB, P.A.
Ref. Number: P05000092976

We have received your document for GOLD COAST CHIROPRACTIC & REHAB, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

We need the manner of adoption for your amended and restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 205A00060515

*Corrected &
Resubmitted for
filing 10/6/05*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOLD COAST CHIROPRACTIC & REHAB, P.A.**

FILED
OCT -6 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being licensed as a chiropractic physician under Chapter 460, Laws of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is GOLD COAST CHIROPRACTIC & REHAB, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 4403 S.E. 16th Place, Suite 1, Cape Coral, FL 33904.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of chiropractic medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual appropriately licensed under Chapter 460, Laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4403 S.E. 16th Place, Suite 1, Cape Coral, FL 33904. The name of the initial registered agent at that address is MARK C. MARIEN.

ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES

Shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell, transfer, or otherwise dispose of stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, or to this corporation, and the sale, transfer, or other disposition may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice chiropractic medicine in the State of Florida, or accepts a position, office or employment that, pursuant to existing law, places restrictions or limitations on the continuous rendering of such professional services, that

shareholder's shares of stock shall immediately become subject to purchase by the other shareholders or the professional service corporation in accordance with any bylaws or agreement adopted by the shareholders.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Amended and Restated Articles of Incorporation this 30 day of SEPTEMBER, 2005.



MARK C. MARIEN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.

Dated: 30 SEPT, 2005



MARK C. MARIEN

Registered Agent

**CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GOLD COAST CHIROPRACTIC & REHAB, P.A.**

The undersigned certifies that the Amended and Restated Articles of Incorporation were adopted by the sole Director, MARK C. MARIEN, prior to the issuance of shares, pursuant to Section 607.1005 F.S. and Section 607.1805 F.S.

Date: 30 SEPT


MARK C. MARIEN
Director