

09/14/2005 10:24 FAX 407-423-1831

DEAN MEAD ANDO

00

Division of Corporations

Page 1 of 1

P05000126715

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000218850 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407)841-1200
Fax Number : (407)423-1831

FLORIDA PROFIT CORPORATION OR P.A.

Wagner Chiropractic, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

205800057054
T. Burch SEP 15 2005

Electronic Filing Menu

Corporate Filing

Public Access Help

SPCL
26540-46047

((H05000218850 3)))

**ARTICLES OF INCORPORATION
OF
WAGNER CHIROPRACTIC, P.A.**

The undersigned incorporator, a natural person competent to contract and a Doctor of Chiropractic Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation shall be Wagner Chiropractic, P.A. The principal office and mailing address for this corporation shall be 2755 S. Bay Street, Suite D, Eustis, Florida 32726.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Chiropractic Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice chiropractic medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

((H05000218850 3)))

(((H05000218850 3)))

ARTICLE IV - REGISTERED AGENT/OFFICE

The initial Registered Agent and Registered Office of this corporation shall be RAMAH J. WAGNER, D.C., 2755 S. Bay Street, Suite D, Eustis, Florida 32726.

ARTICLE V - TERM OF EXISTENCE

This corporation shall commence on the date of filing of these Articles of Incorporation, and shall exist perpetually unless dissolved according to law.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or decreased from time to time by Bylaws adopted by the Directors, but shall never be less than one (1).
- C. The name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until her successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Street Address</u>
Ramah J. Wagner, D.C.	2755 S. Bay Street, Suite D Eustis, Florida 32726

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a Doctor of Chiropractic Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, a Doctor of Chiropractic Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Ramah J. Wagner, D.C.	2755 S. Bay Street, Suite D Eustis, Florida 32726

(((H05000218850 3)))

(((H05000218850 3)))

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Chiropractic Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of September, 2005.


Ramah J. Wagner, D.C., Incorporator

Having been named Registered Agent 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, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature: 
Ramah J. Wagner, D.C., Registered Agent

Date: September 14, 2005

(00225616

(((H05000218850 3)))