

PO6000037258

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

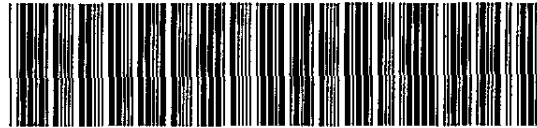
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500067579545

03/14/05 01009 ~017 \*\*87.50

FILED

06 MAR 14 PM 3:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. & 3-14

## COVER LETTER

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

**SUBJECT:** Certified Orthotics & Prosthetics International, Incorporated  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one <sup>2</sup>(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Kathy A. Edwards

Name (Printed or typed)

2950 N. Palm Aire Drive #307

Address

Pompano Beach, Florida 33069

City, State & Zip

954-970-1718 Home 954-646-8164 Cell

Daytime Telephone number

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

Articles of Incorporation  
of  
Certified Orthotics and Prosthetics International, Incorporated

FILED  
06 MAR 14 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I    Name**

The name of the Corporation (hereinafter called "Corporation") shall be Certified Orthotics and Prosthetics International, Incorporated.

**Article II    Principal Office**

The principal office address is: 2950 N. Palm Aire Drive #307, Pompano Beach, Florida 33069

**Article III    Purpose**

The purpose of the Corporation is to engage in or transact any and all lawful business or activities of the Profession of Orthotics and Prosthetics. This corporation may engage in or transact any and all lawful activities or business permitted for which corporations may be organized under the laws of the United States, the General Corporation Law of Florida, or any other state, county, territory or nation.

**Article IV    Capital Stock**

The maximum number of shares of capital stock that the corporation shall have authority to issue is 100 (One Hundred), all of which are to be common stock with a Par Value of \$1.00 (One Dollar) per share. At meetings of stockholders, cumulative voting is not allowed nor are there pre-emptive rights attached.

**Article V    Director/Officers**

This Corporation shall have a minimum of one director and not more than seven. The initial Board of Directors shall consist of :

**Kathy A. Edwards**

**David W. Edwards**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors, officers and the stockholders.

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any

- 
- time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) Limitation of liability of each director, stockholder and officer, in consideration for his or her services, shall, in absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him or her in connection with the defense of, or for advice concerning any claim asserted by or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.
- (i) Self-dealing of any transaction or contract between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation and any director or directors, individually relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he or she is also a director of such a subsidiary or corporation, so long as said fact is divulged to the other directors prior to such vote.

#### **Article VI    Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 2950 N. Palm Aire Drive #307, City of Pompano Beach, County of Broward, State of Florida, 33069. The name of the initial Registered Agent for the corporation at such address is Kathy A. Edwards.

#### **Article VII    Incorporator**

The name and address of the incorporator is: Kathy A. Edwards, 2950 N. Palm Aire Drive #307, Pompano Beach, Florida 33069.

**Article VIII Terms of Existence**

It is the intent of the incorporator that this corporation shall continue existence in its perpetuity.

**Article IX Effective Date**

I, **THE UNDERSIGNED**, the incorporator hereinbefore named, designate this date, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set by my hand on this 9<sup>th</sup> day of March, 2006.

Incorporator: / Registered Agent

Kathy A. Edwards  
Kathy A. Edwards

I HEREBY AM FAMILIAR WITH AND ACCEPT  
THE DUTIES AND RESPONSIBILITIES OF THE  
REGISTERED AGENT.

State of Florida )  
 ) ss  
County of Broward )

**BE IT REMEMBERED** that on this 9<sup>th</sup> day of March, 2006.

Kathy A. Edwards, personally came before me, a Notary Public for the State of Florida, known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal the day and year above written.

DeAnna Cook

Notary Public, State of Florida

(SEAL)

My commission expires: 11-8-08



DeAnna Cook  
MY COMMISSION # DD 365698  
EXPIRES: November 8, 2008  
Bonded Thru Budget Notary Services

FILED  
06 MAR 14 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA