

# P07000007487

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**manual therapeutics, p.a.**

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January 17, 2007

FLORIDA DEPARTMENT OF STATE  
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SUBJECT: MANUAL THERAPEUTICS, P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MANUAL THERAPEUTICS, P.A.

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice Physical Therapy under the laws of the state of Florida, adopt(s) 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 MANUAL THERAPEUTICS, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 155 SW 25<sup>th</sup> Road, Miami, Fl. 33129

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Physical Therapy. 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 starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one hundred (100) shares of common stock having a par value of \$1.00 per share.

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None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice physical therapy in the state of Florida.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 155 SW 25<sup>th</sup> Road, Miami, Florida 33129. The name of the initial registered agent at that address is Cosme<sup>J</sup> de la Torriente.  
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#### ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member(s). The name(s) and address(es) of the member(s) of the first board of directors are:

CECILIA DE LA TORRIENTE PT  
PRESIDENT/SECRETARY

#### ARTICLE VIII. SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) are:

CECILIA DE LA TORRIENTE, PT  
155 SW 25<sup>TH</sup> ROAD, MIAMI, FL. 33129

#### ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The 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 or

transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer 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 Physical Therapy in the state of Florida, is elected to a public office, or accepts employment that 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 professional service corporation in accordance with the bylaws adopted by the shareholders.

#### ARTICLE X. 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.

#### ARTICLE XI INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor, against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts of omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties to such action, suit or proceedings, though less

than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

SUBSCRIBER AND INITIAL PRINCIPAL OFFICE

The undersigned individual, competent to contract, execute this Certificate of Incorporation as incorporator. The undersigned individual shall hold office as Director until their successors have qualified, following their election or appointment. The initial street address in Florida of the Principal Office of this Corporation shall be:

The Corporation may change its Principal Office at any time.

INCORPORATOR: CECILIA DE LA TORRIENTE

STREET ADDRESS/PRINCIPAL OFFICE: 155 SW 25<sup>TH</sup> Road,  
Miami, FL. 33129

IN WITNESS WHEREOF, the undersigned Incorporator does make, subscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

DATE: January 15, 2007



CECILIA DE LA TORRIENTE

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED  
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IN PURSUANCE of Chapter 48,091, Florida Statutes, the  
following is submitted in compliance with said Act:

First - That MANUAL THERAPEUTICS, P.A. desiring to organize  
under the Laws of the State of Florida, with its principal  
office, as indicated in the Articles of Incorporation, at the  
City of Miami, County of Miami-Dade, State of Florida,  
named:

COSME J. DE LA TORRIENTE, ESQ.  
155 SOUTHWEST 25<sup>TH</sup> ROAD  
Miami, Florida 33129

as its agent to accept services of process within the State.

Having been named to accept service of process for the  
above stated Corporation, at place designated in this  
Certificate, I hereby accept to act in this capacity and agree  
to comply with the provision of said Act relative to keeping  
open said office.

  
\_\_\_\_\_  
COSME J. DE LA TORRIENTE

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