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# LEE BENTON SAYLER, P.A.

ATTORNEY AT LAW 1662-A NORTH U.S. HIGHWAY ONE JUPITER, FLORIDA 33469 (561) 746-7304 (561) 746-6173 FAX TAILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 AUG 27 AM 9: 09

August 24, 2007

Via UPS Overnight -Tracking No. 1Z F49 705 22 1001 0012

Secretary of State Division of Corporations 409 East Gaines Street P. O. Box 6327 Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION OF ABSOLUTE HEALTH CARE ADVANCED CHIROPRACTIC, P.A.

Dear Sir/Madam:

Enclosed are an original and one copy of the articles of incorporation for ABSOLUTE HEALTH CARE ADVANCED CHIROPRACTIC, P.A., along with a check in the amount of \$78.75 for filing.

Please return a certified copy of the Articles with the Certificate of Incorporation via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely

Lee B. Sayler

LBS/jlc

**Enclosures** 

cc w/enclosure: Joseph L. Pate, D.C.

#### ARTICLES OF INCORPORATION

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

**OF** 

07 AUG 27 AM 9:09

## ABSOLUTE HEALTH CARE ADVANCED CHIROPRACTIC, P.A.

#### ARTICLE ONE

The name of the corporation shall be **ABSOLUTE HEALTH CARE ADVANCED CHIROPRACTIC, P.A.**, a Florida professional corporation organized under Chapter 621 and Chapter 607 of the Florida Statutes.

### **ARTICLE TWO**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence shall be immediately upon the filing of the Articles of Incorporation with the Secretary of State, Division of Corporations.

#### ARTICLE THREE

The purpose for which the corporation is organized is to practice chiropractic. The capital stock may not be transferred to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated. No shareholder of this corporation enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

#### ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, voting common, and shall have a par value of Five Dollars (\$5.00) per share.

#### ARTICLE FIVE

The street address of the initial principal and registered office of the corporation is 5351

Southeast Graham Drive, Stuart, Florida 34997. The name of the initial registered agent at such address is JOSEPH L. PATE, D.C.

#### ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is 1. The number of directors may change in accordance with the Bylaws. The name and address of the director are:

Joseph L. Pate, D.C. 5351 Southeast Graham Drive Stuart, Florida 34997

#### ARTICLE SEVEN

The name and address of the incorporator are:

Joseph L. Pate, D.C. 5351 Southeast Graham Drive Stuart, Florida 34997

#### ARTICLE EIGHT

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE NINE**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a

right or rights to purchase or subscribe for, at the offer price thereof, a pro rata portion of:

- (a) 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 thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (b) 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 the purchase from the corporation any shares of its stock of any class or classes.

JOSEPH J. PATE, D.C.

STATE OF FLORIDA COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, JOSEPH L. PATE to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of

, 2007.

NOTARY PUBLIC

My Commission Expires:

Lee B. Sayler
Commission # DD477233
Expires November 7, 2009
Banders Trey Part Insurance, Inc. 800-368-7019

# ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 607 of the Florida Statutes.

Executed this 25 day of 5014, 2007

JOSEPH L. PATE, D.C.

07 AUG 27 AM 9:09

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