

P080000 82524

Lune Hillman

(Requestor's Name)

1970 Nicklaus Drive # D

(Address)

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

Melrose

(Business Entity Name)

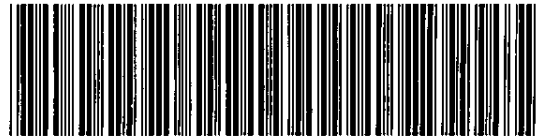
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/9/08

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEDICAL AND WELLNESS CENTER OF MELROSE CORPORATION.

The undersigned incorporator, who is a natural person of at least eighteen (18) years of age or older, hereby causes to have established and adopts the following articles of incorporation pursuant to Chapter 607 and Chapter 621 Florida Statutes.

Article I: NAME

The name of the corporation is:

Medical and Wellness Center of Melrose Corporation.

Article II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1745 State Road 100, Melrose, Florida, 32666.

Article III: PURPOSE

The general nature, object, and purposes of the corporation shall be the following:

- a) To provide, promote, and preserve the medical care and wellness of the community of persons within the local population.
- b) To promote the development of standards for healthcare services, medical testing, and clinical services as a means of:
 - 1) Improving the quality of public health, safety, and welfare within the local community.
 - 2) Facilitating healthcare services, medical testing, and all relevant clinical services as necessary within the scope of care provided by health and wellness centers.
- c) To work with other health care providers in the community in developing and approving standards and guidelines for healthcare services, medical testing,

and any and all relevant clinical services, promoting use of such standards and guidelines, and evaluating their effectiveness in practice.

- d) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.
- e) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all forms of articles and matters which may be necessary for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may be capable of being profitably dealt with in connection with any of the said business.
- f) To guarantee, acquire, by purchase, subscription or otherwise hold for investment, or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and privileges of ownership, including the right to vote thereon for any and all purposes.
- g) To aid by loan, subsidy, guarantee or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at anytime owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.
- h) To acquire hold, own, dispose of any generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to

aid in any way in the formation of any corporation, domestic or foreign.

- i) To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or any other corporation which this corporation may have an interest as a stockholder or otherwise.
- j) To borrow money and contract debts when necessary for the transaction of its business or for any other lawful purpose, exchange debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property rights, privileges or franchise of the corporation, wheresoever's situate, acquired or to be acquired.
- k) To confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors.
- l) To sell, pledge, or otherwise dispose of any or all debentures or other bonds, noted and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject however, to the provisions of Article IV (Common Stock) or thereof.
- m) To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote, and handle shares of stock in other corporations.
- n) To have one or more offices to conduct its business and promote the objects within and without the State of Florida, the District of Columbia, in other states, territories, possessions, and dependencies of the Unites States of America, and in foreign

countries, without restrictions as to place or amount.

- o) To do all and everything necessary and proper for the accomplishment of any of the purposes or attainment of any of the objects or of the furtherance of any of the powers enumerated in the Articles of Incorporation and any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance of such business if similar in nature to the purposes and objects as set forth in these Articles of Incorporation or any amendment hereof.
- p) The following paragraphs shall be construed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE IV: CAPITAL STOCK

- a) The amount of the total authorized capital stock for the corporation shall be One Hundred (100) shares. The par value for each share shall be valued at Five Dollars (US\$10.00) per share. The whole or any part of the capital stock of the corporation shall be payable in lawful currency of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Directors.
- b) The amount of capital with which the corporation shall begin business shall not be less than One Thousand Dollars and no/100 (US\$1,000.00).

ARTICLE V: TERMS OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI: INITIAL OFFICERS AND/OR DIRECTORS

The Board of Directors shall consist of not less than one (1), or no more than three (3) directors. The number

of directors may be increased or diminished from time to time as set forth in the By-Laws, but shall never be less than one (1).

The name and address of the first Director/Officer, who subject to the provisions of these Articles of Incorporation, the By-Laws, and the governing laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected, and shall have qualified is as follows:

Name
Delcora Howell

Address
**1745 State Road 100,
Melrose, Florida 32666**

ARTICLE VII: REGISTERED AGENT

The initial registered agent of this corporation shall be: **Delcora Howell**
1745 State Road 100
Melrose, Florida 32666

ARTICLE VIII: INCORPORATOR

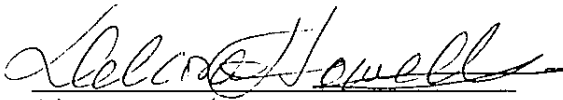
The name and address of the Incorporator is:

Delcora Howell
1745 State Road 100
Melrose, Florida 32666

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

August 23rd 2008
Date


Signature/Incorporator

August 23rd 2008
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

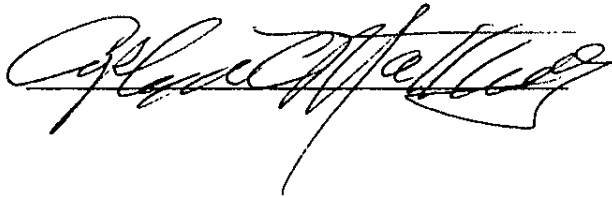
IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged, and filed, the foregoing Articles of
Incorporation under the laws of the State of Florida,
this 23rd day of August, 2008.


Delcora Howell - President

STATE OF FLORIDA:
COUNTY OF BROWARD:

BE IT ACKNOWLEDGED that on this day personally appeared before me, the undersigned Notary Public, in and for the State of Florida, Delcora Howell, subscriber to the foregoing Certificate of Incorporation, known to me personally or identified in accordance with Florida Identification requirements, to be such upon oath and acknowledged the said Certificate of Incorporation to be the act and deed of the signer and the facts therein stated to be truly set forth and understood.

WITNESS, my hand and official seal at said County and State, this 23rd day of August, 2008.



My Commission expires:

