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SECRETARY OF STATE

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# **COVER LETTER**

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

SUBJECT:		ehab, ate name- <u>must inc</u>	LUDE SUFFIX)	
Enclosed are an orig	inal and one (1) copy of the art	icles of incorporation and	d a check for:	
\$70.00 Filing Fee	☐ \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	& Certificate of Status	
FROM:	10640 n	(Printed or typed)  Address	OF SIA	2009 APR 22 PM PS:
	954 47	$\sqrt{State \& Zip}$ Consider Apple	3322 <sup>2</sup> -	3

#### ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621,F.S. (Profit)

## ARTICLE I NAME

The name of the corporation shall be **Softrehab**, **Inc**.

# ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is 10640 NW 18 Place Plantation, FL 33322

# ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation ACT.

## ARTICLE IV SHARES

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100). All such shares shall be of a single class, designated as common, with a one-cent (\$.01) par value.

# ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name address is as follows:

Masoud Kavehzadeh 10640 NW 18 Place Plantation, FL 33322

#### ARTICLE VI

Each holder of common shares shall have one vote for each such share held or record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the share voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE VII

The corporation elects to have preemptive rights.

#### ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to

an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### <u>ARTICLE IX</u>

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission, which occurs prior to the effective time of such amendments.

#### ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## ARTICLE XI REGISTERED AGENT

The name and Florida street address of the registered agent is: Masoud Kavehzadeh 10640 NW 18 Place Plantation, FL 33322

# ARTICLE XII INCORPORATOR

The name and address of the Incorporator is:

Masoud Kavehzadeh 10640 NW 18 Place

Plantation, FL 33322

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

Signature/Incorporator

4/20/2009

Daté

Date Date