

PD9000039627

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CLERK OF STATE
TALLAHASSEE, FLORIDA

W09-16265

D. McKnight MAY 05 2009

JACQUELINE PORTH, P.A.

**1711 VESTAL DRIVE
CORAL SPRINGS, FLORIDA 33071**

Licenses:
Member of the Florida Bar
Florida Board of Nursing

Telephone: (954) 729-9696
Fax: (954) 724-9721

March 28, 2009

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

RE: Incorporation: JC & J, Inc.

Division of Corporations:

Please find enclosed the Articles of Incorporation for the newly formed company JC & J, Inc. A check in the amount of Eighty-seven dollars and fifty cents (\$87.50) for the filing fee, certified copy, and certification of status is attached hereto.

Thank you very much for your assistance in filing these documents. If you are in need of any further information regarding this company, do not hesitate to contact me at (954) 729-9696.

Sincerely,



Jacqueline Porth

Enc.-Check
cc. Jason Lowe, M.D.

COVER LETTER

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

SUBJECT: _____

JCEJ, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (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: _____

Jacqueline Dorth Esq.
Name (Printed or typed)

1711 Vestal Drive
Address

Coral Springs Fla 33071
City, State & Zip

954 - 729 - 9696
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2009

JACQUELINE PORTH, ESQ.
1711 VESTAL DRIVE
CORAL SPRINGS, FL 33071

SUBJECT: JC & J, INC.
Ref. Number: W09000016265

We have received your document for JC & J, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 909A00011748



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2009

JACQUELINE PORTH, ESQ.
1711 VESTAL DRIVE
CORAL SPRINGS, FL 33071

SUBJECT: JC&J CONSULTING, INC.
Ref. Number: W09000016265

We have received your document for JC&J CONSULTING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must state the number of shares of authorized stock. The consultation of a legal counsel is always recommended if uncertain of the appropriate number of shares to authorize.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 909A00011748

ARTICLES OF INCORPORATION
OF
JC& J CONSULTING, INC.

ARTICLE I – NAME

The name of this corporation shall be: JC & J CONSULTING, INC.

ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation shall be and is to engage in every business aspect and management of Orthopaedic research, development and services. The professional medical services will be handled by licensed physicians practicing in the field of Orthopaedic Medicine. The Corporation itself shall not engage in the practice of medicine; however, the Corporation will enter into agreements for services.

ARTICLE III – INITIAL CAPITAL AND AUTHORIZED SHARES

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00). The number of shares of authorized stock is 1000.

ARTICLE IV – TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTER OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jacqueline J. Porth, Esq.
1711 Vestal Drive
Coral Springs, Florida 33071

ARTICLE VI – INITIAL DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time-to-time by By-Laws, but shall never be less than one (1).

Jason A. Lowe, M.D.
3041 Appalachian Drive
Columbia, Missouri 65203

Jacqueline Porth, Esq.
1711 Vestal Drive
Coral Springs, Florida 33071

The persons named as initial Directors shall hold office for the first year of existence of this corporation, or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII – INCORPORATORS

Jason A. Lowe, M.D.
Jacqueline Porth, Esq.

ARTICLE IX – ADDREESS

The initial post office address of the principal office of this corporation is 1711 Vestal Drive, Coral Springs, Florida 33071. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE X – LIMITATION ON ISSUANCE OF STOCK

No shares of the capital stock of this corporation shall be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render medical services within the State of Florida.

ARTICLE XI – CONTRACTS

No contract or other transaction between this corporation and any firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract,

account or transaction of this corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is or are interested in such contract, account or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested in any wise; the directors, when so interested, shall be counted in determining the presence of a quorum at the meeting of the Board of Directors, but their vote may be counted as to authorizing approving or ratifying such contract or transaction only if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors.

ARTICLE XII – RESTRAINT ON ALIENATION OF SHARES.

No stockholder of this corporation may sell or transfer any of his shares of stock of this corporation except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of capital stock of this corporation.

ARTICLE XIII – INDEMNIFICATION

It is hereby expressly provided that this corporation shall indemnify any or all of its directors, officers or former directors or officers, or any persons who may be serving at its request as a director or officer of another corporation in which this corporation owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by them, or any of them, in connection with the defense of any action, or suit, or proceeding to which they, or any of them, are made parties or a party by reason of being, or having been, directors or officers of this corporation or of such other corporation, except in relation to matters as to which any director or officer shall be adjudged in any action, suit or proceeding to be liable for any act of bad faith or misconduct in the performance of duty. The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settlement appears to be in the best interest of the corporation.

ARTICLE XIV – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

ARTICLE XV – AMENDEMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned's, as the incorporators, have executed the foregoing Articles of Incorporation as of the 23 day of March, 2009.


Jason A. Lowe, M.D.

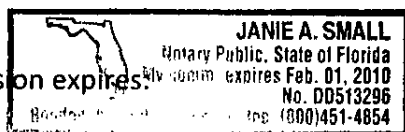
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared Jason A. Lowe, M.D. to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledges before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid,


Notary Public, State of
Florida, At Large

My commission expires:



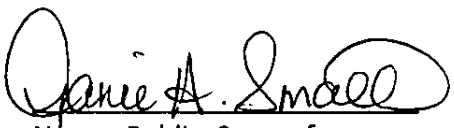
IN WITNESS WHEREOF, the undersigned's, as the incorporators, have executed the foregoing Articles of Incorporation as of the 23 day of March, 2009.


Jacqueline Porth

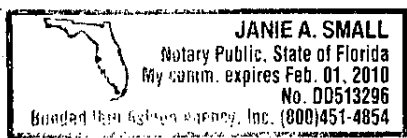
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared Jacqueline Porth, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledges before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid,


Notary Public, State of
Florida, At Large

My commission expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTER AGENT

In compliance with Section 607.034, Florida Statutes, the following is submitted in compliance with said Act.

The registered agent of the newly formed corporation named JC & J CONSULTING, INC. is Jacqueline Porth, Esq. This designation is being made and filed simultaneously with the filing of Articles of Incorporation.

The registered office of the newly formed corporation

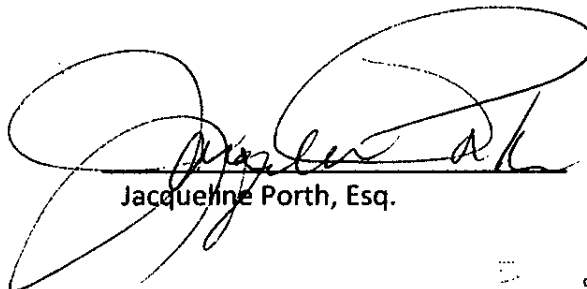
1711 Vestal Drive
Coral Springs, Florida 33071

This designation is also submitted simultaneously with the Articles of Incorporation.

This agent is appointed to accept service of process duly served on this corporation at 1711 Vestal Drive, Coral Springs, Florida 33071.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated for such service, I hereby accept the appointment and agree to act in such capacity.


Jacqueline Porth, Esq.

ED
09 MAY -4 PM 1:12
CLERK OF STATE
TALLAHASSEE, FLORIDA