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: FISHER, TOUSEY, LEAS & BALL

Account Number : I19990000021

Phone

: (904)356-2600

Fax Number

: (904)355-0233

FLORIDA PROFIT/NON PROFIT CORPORATION

Voyager Rehabilitation, Inc.

Certificate of Status	1
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Electronic Filing Menu

Corporate Filing Menu

Help

10/15/2009 16:04

From:Fisher Tousey Leas & Ball

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ARTICLES OF INCORPORATION

OF

VOYAGER REHABILITATION, INC.

The undersigned, desiring to form a corporation for profit (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation is VOYAGER REHABILITATION, INC.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 2030 Southside Boulevard, Suite 2, Jacksonville, Florida 32216, and its mailing address is 2030 Southside Boulevard, Suite 2, Jacksonville, Florida 32216.

ARTICLE III CAPITAL STOCK

- (a) <u>Authorized Shares</u>. The total number of shares of stock that the Corporation may issue is 100,000 shares of common stock having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.
- (b) <u>Capital Stock</u>. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.
- (c) <u>Corporate Liquidation and Dissolution</u>. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.
 - (d) Preemptive Rights. Shareholders shall have no preemptive rights.
 - (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

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(f) <u>Restrictions on Transfer of Stock</u>. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2030 Southside Boulevard, Suite 2, Jacksonville, Florida 32216, and the name of the initial registered agent of the Corporation at that address is Jerry G. Albert.

ARTICLE V INCORPORATOR

The name and street address of the incorporator of the Corporation are:

Jerry G. Albert 1415 Big Tree Road Neptune Beach, Florida 32266

ARTICLE VI DIRECTORS

- (a) <u>Number</u>. The Corporation shall have three (3) directors initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.
- (b) <u>Initial Board of Directors</u>. The names and addresses of the initial directors of the Corporation are:

Jerry G. Albert

1415 Big Tree Road

Neptune Beach, Florida 32266

Linda K. Wiltshire

27 Mackeral Street

Ponte Vedra Beach, Florida 32082

James D. Lindsey

417 Bright Star Lane

Jacksonville, Florida 32225

(c) <u>Indemnification</u>. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

From: Fisher Tousey Leas & Ball

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H09000221418 3

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ARTICLE VII BYLAWS SECREDALY OF STATE TALLAHASSEE, FLORIDA

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII DURATION

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged this 15 day of October, 2009.

Jen G. Albert, Incorporato

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SECRE TARE OF STATE
CERTIFICATE DESIGNATING FEACE OF BUSINESS A
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Voyager Rehabilitation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Jerry G. Albert, located at 2030 Southside Boulevard, Suite 2, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.

Jerry G. Albert (Registered Agent)

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