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Stephanie J. McCulloch

G. Michael Mahoney

# McLin & Burnsed

Professional Association

ATTORNEYS AT LAW

December 14, 2009

John D. Metcall Fred A. Morrison Richard P. Newman Steven M. Roy Jeffrey P. Skates Phillip S. Smith Joseph S. Thomas

Of Counsel: Lynn E. Burnsed Board Certified, Healthcare Law

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

Re: Formation of Sligh Clinic of Chiropractic, Inc.

To Whom It May Concern:

Enclosed for filing with the Secretary of State of Florida are the original and one copy of Articles of Incorporation for Sligh Clinic of Chiropractic, Inc. and a check for \$78.75 for filing fees and certificate of status

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me at 352-787-1241.

Sincerely,

Lynn E. Burnsed

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Enclosures

# **Articles of Incorporation**

FILED

of

2009 DEC 16 P 1: 26

# SLIGH CLINIC OF CHIROPRACTIC, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

# **ARTICLE I**

#### Name and Duration

The name of the Corporation is Sligh Clinic of Chiropractic, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

#### **ARTICLE II**

# Principal Office

The address of the principal office of the Corporation is 425 South Florida Avenue, Lakeland, Florida 33802-8073.

# **ARTICLE III**

#### Registered Office and Agent

The address of the registered office in the State of Florida is 425 South Florida Avenue, in the city of Lakeland, County of Polk. The name of the registered agent at such address is Stephen E. Sligh, D.C.

#### **ARTICLE IV**

# Corporate Purposes, Powers and Rights

- 1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- 2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

#### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$.01 par value per share.

#### **ARTICLE VI**

# Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

Stephen E. Sligh, D.C.

P.O. Box 873, Lakeland, Florida 33802-0873

# **ARTICLE VII**

#### **Board of Directors**

- 1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
- 2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
- 3. The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders are as follows:

Name

Address

Stephen E. Sligh, D.C.

P.O. Box 873, Lakeland, Florida 33802-0873

# ARTICLE VIII

#### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

#### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

# **ARTICLE X**

# Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

# **ARTICLE XI**

# **Transfer of Shares**

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made, not in accordance with such agreement, whether by operation of law or otherwise, are null and void <u>ab initio</u>.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true.

DATED at Lakeland, Polk County, Florida, this day of December, 2009.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephen E. Sligh, D.C.

Registered Agent

Stephen E. Sligh, D.C.

ncorporator