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2-26-10  
2010

# **DOLMAN LAW GROUP**

February 23, 2010

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

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

Re: Articles of Incorporation – Advanced Wellness & Injury Centers, P.A.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for ADVANCED WELLNESS & INJURY CENTERS, P.A., along with the appropriate filing fee. Please file the enclosed Articles at this time.

Should you have any questions, please contact me at (727) 451-6900. Thank you for your assistance.

Sincerely,  
DOLMAN LAW GROUP



Rebecca L. Heist

Enclosures

cc: Wayne Mantel

ARTICLES OF INCORPORATION  
OF  
ADVANCED WELLNESS & INJURY CENTERS, P.A.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND ADDRESS

The name of this professional corporation shall be ADVANCED WELLNESS & INJURY CENTERS, P.A. The principal address and the mailing address of the Corporation is 9623 Royce Drive, Tampa, Florida 33626.

ARTICLE II  
PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to provide chiropractic care within the State of Florida.

ARTICLE III  
CAPITAL STOCK AND PREEMPTIVE RIGHTS

The capital stock authorized and the par value thereof, shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>
10,000	\$0.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

Prepared By:  
Rebecca L. Heist, Esq.  
Dolman Law Group  
2358 Drew Street  
Clearwater, FL 33765  
(727) 451-6900  
Bar No. 0456791

#### ARTICLE IV BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE V DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 334 Bahia Vista Drive, Indian Rocks Beach, Florida 33785, and the name of its initial registered agent at such address is WAYNE MANTEL.

#### ARTICLE VII APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2), and the name and address of each person sworn to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Name

Address

DAMON J. STAFFORD

9623 Royce Drive  
Tampa, FL 33626

WAYNE MANTEL

334 Bahia Vista Drive  
Indian Rocks Beach, FL 33785

ARTICLE IX  
INCORPORATOR

The name and address of the incorporator are as follows:

Name

Address

WAYNE MANTEL

334 Bahia Vista Drive  
Indian Rocks Beach, FL 33785

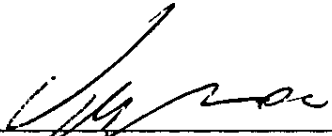
ARTICLE X  
CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them from any indebtedness of such stockholders to the Corporation.

ARTICLE XI  
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 19<sup>th</sup> day of February, 2010.

  
\_\_\_\_\_  
WAYNE MANTEL, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. § 48.091, ADVANCED WELLNESS & INJURY CENTERS, P.A., desiring to organize under the laws of the State of Florida, hereby designates WAYNE MANTEL, located at 334 Bahia Vista Drive, Indian Rocks Beach, Florida 33785, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. § 48.091(2) relative to maintaining an office for the service of process.

Dated: February 19, 2010

  
\_\_\_\_\_  
WAYNE MANTEL

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TALLAHASSEE, FLORIDA