

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Olde Naples Medical Weight Loss, Inc.

Certificate of Status	1
Certified Copy	0
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2010 JUN 21 AM 11:25
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
OLDE NAPLES MEDICAL WEIGHT LOSS, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. Name:

The name of this Corporation is:

OLDE NAPLES MEDICAL WEIGHT LOSS, INC.

2. Duration.

The period of its duration is perpetual.

3. Purpose and Powers.

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock.

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be Seven thousand five hundred (7,500) shares with a par value of ONE (\$1.00) DOLLAR.

5. Initial Registered Office and Agent.

The Street address of the initial registered office of the Corporation is 201 8th Street South, Suite 103, Naples Florida 34102, and the name of its initial registered agent at such address is **ALEXANDER JOSEPH**.

6. Place of Business.

The principal place of business of this Corporation shall be located at 201 8th Street South, Suite 103, Naples, Florida 34102, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation. The mailing address of the Corporation is 201 8th Street South, Suite 103, Naples, Florida 34102.

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7. Board of Directors.

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-laws of the Corporation.

The name and address of the initial Directors of this Corporation are:

Charles B. Bertucci
1553 Bonita Lane
Naples, Florida 34102

Brian W. Bozza, M.D.
1857 Mission Drive
Naples, Florida 34109

Alexander Joseph
8574 South Lake Circle
Fort Myers, Florida 33912

Jeffrey R. Delaney
7124 Lakeridge Court #230
Fort Myers, Florida 33907

8. Officers.

The name and post office address of the President, Vice President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporation By-laws are as follows:

Alexander Joseph
President/Treasurer
8574 South Lake Circle
Fort Myers, Florida 33912

Charles B. Bertucci
Vice-President
1553 Bonita Lane
Naples, Florida 34102

Jeffrey R. Delaney
Vice-President
7124 Lakeridge Court #230
Fort Myers, Florida 33907

Brian W. Bozza, M.D.
Secretary
1857 Mission Drive
Naples, Florida 34109

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9. Incorporator.

The name and address of the Incorporator signing these Articles of Incorporation is Alexander Joseph, 8574 South Lake Circle, Fort Myers, Florida 33912.

10. Bylaw Amendment.

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification.

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

12. Informal Action of Directors.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.


15. Amendment of Articles.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of June, 2010.


ALEXANDER JOSEPH

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of June, 2010, by ALEXANDER JOSEPH, who ~~is~~ (personally known to me) or has produced (driver's license/picture identification) and who (did/did not) take an oath.


Notary Public

(SEAL)

Theresa Stramel
Typed or printed name

My Commission Expires: 10/19/13

My Commission Number is: DD934174



Articles of Incorporation

prepared by:

MICHAEL J. VOLPE, ESQUIRE

ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.

711 Fifth Avenue South, Suite 201

Naples, Florida 34102

(239) 430-7070

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **OLDE NAPLES MEDICAL WEIGHT LOSS, INC.** desires to organize under the laws of the State of Florida and has named **ALEXANDER JOSEPH** whose address is 201 8th Street South, Suite 103, Naples, Florida 34102, 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 the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


ALEXANDER JOSEPH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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