

P100000910009

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TALLAHASSEE, FLORIDA

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DEC 23 2014  
C. CARROTHERS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ACTIVE PAIN AND INJURY, INC.

**DOCUMENT NUMBER:** P10000090009

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

HANS KENNON, ESQUIRE

Name of Contact Person

Firm/ Company

20 NORTH ORANGE AVENUE, 4TH FLOOR

Address

ORLANDO, FL 32801

City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HANS KENNON, ESQUIRE

Name of Contact Person

at ( 407 )

420-6686

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

ACTIVE PAIN AND INJURY, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P10000090009

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A  
(Florida street address)

New Registered Office Address: N/A, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>P</u>	<u>HERBERT D. HILL, Sr.</u>	<u>1621 GRANDVIEW BLVD.</u>
<input type="checkbox"/> Add			<u>KISSIMMEE, FL 34743</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>P</u>	<u>CAROLINA P. HILL</u>	<u>P.O. BOX 702287</u>
<input checked="" type="checkbox"/> Add			<u>ST. CLOUD, FL 34769</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

N/A

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

N/A

The date of each amendment(s) adoption: DECEMBER 4, 2015, if other than the date this document was signed.

Effective date if applicable: N/A  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendment(s) was/were sufficient for approval  
by \_\_\_\_\_"  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated DECEMBER 4, 2015

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

CAROLINA HILL

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

**STATEMENT OF CONSENT TO ACTION  
BY SHAREHOLDERS  
OF  
ACTIVE PAIN AND INJURY, INC**

The undersigned, Herbert Hill and Christa Petrusa, each holding fifty percent (50%) of all shares of capital stock of Active Pain and Injury, Inc., a Florida corporation, pursuant to §607.0704, Florida Statutes, does consent to and takes the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

1 – Herbert Hill, for One Dollar (\$1.00) and other consideration received by Herbert Hill, does hereby sell and transfer to Carolina Hill, and she shall become, an owner of a total of fifty-percent (50%) of the capital stock of Active Pain and Injury, Inc., of which Herbert Hill was the fifty-percent (50%) shareholder now fully transferred to Carolina Hill. The transfer of the capital stock of Herbert Hill to Carolina is ratified and approved by Christa Petrusa.

Herbert Hill  
Herbert Hill

12-04-15  
Date

Christa Petrusa  
Christa Petrusa

12-4-15  
Date

Carolina Hill  
Carolina Hill

12/04/15  
Date

**WAIVER OF NOTICE OF SPECIAL MEETING  
OF SHAREHOLDERS  
OF  
ACTIVE PAIN AND INJURY, INC.**

The undersigned, being all the shareholders of Active Pain And Injury, Inc., a Florida corporation, do severally waive all notices of the time, place, and purposes of a special meeting of the shareholders of the corporation and consent that the meeting be held at Active Pain And Injury on December 4, 2015 at 2:00 pm to transact such business as may lawfully come before the meeting.

Herbert Hill  
Herbert Hill

12-04-15  
Date

Christa N. Petrusa  
Christa N. Petrusa

12-4-15  
Date



**BILL OF SALE – ACTIVE PAIN AND INJURY, INC.**

HERBERT D. HILL, ("Owner"), as Owner of Fifty-Percent (50%) of ACTIVE PAIN AND INJURY, INC., ("Clinic"), stock, for One Dollar (\$1.00) and other valuable consideration whose receipt is acknowledged by Owner, contingent on the Florida Agency for Health Care Administration approving clinic licensure ownership by Carolina Hill ("Buyer") under Chapter 400 of the Florida Statutes, the Owner hereby sells One-Hundred Percent (100%) of Owner's ownership interest in the authorized and outstanding One-Hundred (100) capital stock shares of Clinic, or any other recognized method of ownership by Owner, to Buyer as of the date specified below. Owner intends by this document to sell and divest all ownership interest to Buyer. Owner is not aware of any legal restriction or prohibition on the selling of the Owner's interest in ACTIVE PAIN AND INJURY, INC., a Florida Corporation, to the Buyer, or any requirement of a special meeting of all shareholders to effectuate this sale.

  
HERBERT D. HILL

12-04-15  
Date

  
CAROLINA HILL

12/04/15  
Date