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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HAPPY MOMMY HEALTHY BABY, INC.**

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name; Principal Office**

The name of this corporation is **Happy Mommy Healthy Baby, Inc.** and its principal place of business and mailing address is 2100 Aloma Avenue, Suite 100, Winter Park, FL 32792.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Division of Corporations for the State of Florida and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

**Initial Board of Directors**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors is:

<u>Name</u>	<u>Address</u>
Franklyn C. Christensen, M.D.	2100 Aloma Ave, Suite 100 Winter Park, Florida 32792
Maricarmen Christensen	2100 Aloma Ave, Suite 100 Winter Park, Florida 32792

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**ARTICLE V**  
**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued 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 paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 976 Lake Baldwin Lane, Suite 101, Orlando, Florida 32814, and the name of the corporation's registered agent is Marchena and Graham, P.A., a Florida corporation. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

**ARTICLE VII**  
**Indemnification**

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

**ARTICLE VIII**  
**Incorporator**

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

**Name**

Maricarmen Christensen

**Address**

2100 Aloma Ave, Suite 100  
Winter Park, Florida 32792

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**ARTICLE IX**  
**Amendment of Articles of Incorporation**

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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
Maricarmen Christensen, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOME PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: **HAPPY MOMMY HEALTHY BABY, INC.** (the "Corporation") desiring to organize as a domestic corporation under the laws of the State of Florida has named and designated **Marchena and Graham, P.A.**, a Florida corporation, as its Registered Agent to accept service of process within the State of Florida with its registered office located at **976 Lake Baldwin Lane, Suite 101, Orlando, FL 32814**.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 3<sup>rd</sup> day October, 2012.

**MARCHENA AND GRAHAM, P.A.**

By: \_\_\_\_\_

  
Marcos R. Marchena

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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