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**ARTICLES OF INCORPORATION OF  
USA WELLNESS PROVIDERS CORP.**

The undersigned certify that we have incorporated ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the corporation.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation shall be USA WELLNESS PROVIDERS CORP. and its principal office shall be located at 1050 Lee Wagner Boulevard, the City of Fort Lauderdale, Broward County, State of Florida, 33315, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for corporations, the general nature of the business or businesses to be transacted, and which the Corporation is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the Corporation powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or

extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of corporations for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act that a Corporation may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III

#### EXERCISE OF POWERS

All Corporation powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation. This Article may be amended from time to time in the regulations of the Corporation by a unanimous vote of the shareholders of the Corporation.

### ARTICLE IV

#### CAPITAL STOCK

The initial number of shares of stock issued by this Corporation is 1,00,000 of Common Shares, at a par value determined by the Board of Directors, and any number of subordinate or preferred shares authorized to be issued by an action of the Board of Directors, at a par value determined by the Board of Directors, which all such powers are agreed and provided by the Bylaws of the Corporation.

### ARTICLE V

#### MANAGEMENT

Management of this Corporation is reserved to its Board of Directors, and whom are the shareholders and the Officers, all whom are created, governed, removed, and terminated according to the Bylaws of the Corporation. The founder and initial manager whose name and address is:

Angelo Correa  
1050 Lee Wagner BLVD

Ft. Lauderdale, FL 33315

## ARTICLE VI

### SHAREHOLDER RESTRICTIONS

A shareholder's interest in the Corporation may not be sold or otherwise transferred except with the written consent of all Board of Directors.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a shareholder, or the occurrence of any other event that terminates the continued membership of a shareholder in the Corporation, the remaining shareholders shall have the right to continue the business on unanimous consent of the remaining shareholders.

No disposition, charge, or encumbrance of either the income or principal of any of the separate shares in corporation, or any part thereof, by any shareholder by way of anticipation shall be of any validity or legal effect or be in anywise regarded by the corporation, and no such income or principal, or any part, shall in anywise be liable to any claim of any creditor for any such beneficiary, except in those cases where all of the credit extended, liability, claim and/or the assignment of the shareholder's interest hereunder as collateral therefor has first been approved by the Board of Directors in the absolute discretion of the shareholders. In exercising such discretion, the Board of Directors shall ascertain whether or not it would appear to be in the best interest of the corporation or same would appear to be in the contemplation of the Directors that credit be accepted, the claim or liability be allowed and collateral given and may, without stated reason, decline to approve such credit, liability, claim and/or assignment.

## ARTICLE VII

### DURATION

This Corporation shall exist in perpetuity or until dissolved in a manner provided by law, or as provided in the Bylaw adopted by the shareholders and the Directors.

**Date of Inception. The corporation existence shall begin April 19, 2013.**

## ARTICLE VIII

### BYLAWS

The Bylaws of this corporation may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors, except that the Board of Directors may not amend or repeal any Bylaw that the shareholders have expressly provided, in amending or repealing the Bylaw, may not be amended or repealed by the Board of Directors. The shareholders may also alter, amend and repeal the Bylaws of this corporation or adopt new Bylaws; provided, however, that the affirmative vote of the holders of at least two-thirds of all the votes entitled to be cast by the shareholders of this corporation generally in the election of directors, voting together as a single voting group, shall be required for the shareholders of this corporation to alter, amend or repeal any provision of the Bylaws of this corporation or adopt new Bylaws.

## ARTICLE IX

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SEVERABILITY CLAUSE

If any provision of these Articles is declared by a court of competent jurisdiction to be invalid, unenforceable or contrary to applicable law, the remainder of these Articles shall be enforceable in accordance with its terms.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is Law Office of Curtis LeBlanc, 319 Clematis Street, Suite 714, City of West Palm Beach, County of Palm Beach, State of Florida, 33401, and the name of the company's initial registered agent at that address is Curtis LeBlanc.


Executed by the undersigned at West Palm Beach, Palm Beach County, Florida on April 19, 2013.



Curtis LeBlanc, Esq.  
Bar No. 461581  
INCORPORATOR  
Law Office of Curtis LeBlanc  
319 Clematis Street, Suite 714  
West Palm Beach, FL 33401

I, Curtis LeBlanc, acknowledge pursuant to § 48.091 that, as indicated above, USA WELLNES PROVIDERS CORP. has appointed me as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

April 19, 2013



Curtis LeBlanc  
319 Clematis Street, Suite 714  
West Palm Beach, FL 33401

STATE OF FLORIDA )

COUNTY of Palm Beach )

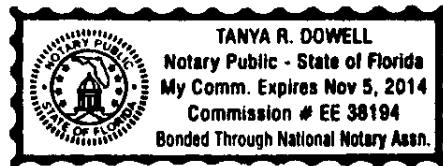
On April 23, 2013, before me, the undersigned, a Notary Public in and for said County

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and State, personally appeared Curtis LeBlanc, and known to me (or proved to me based on satisfactory evidence) to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal. My Commission Expires:

Tanya R. Dowell  
Notary Public



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