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**FLORIDA PROFIT/NON PROFIT CORPORATION
SUCCESSFUL PATHWAYS TO WELLNESS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUCCESSFUL PATHWAYS TO WELLNESS, P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be:

SUCCESSFUL PATHWAYS TO WELLNESS, P.A.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be:

105 OCEAN'S EDGE DRIVE
PONTE VEDRA BEACH, FLORIDA 32082

Article III
Capital Stock

3.1. **Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock. No other person other than a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to practice as a physician in the State of Florida, shall be a shareholder of this professional corporation.

3.2. **Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article IV
Initial Registered Agent and Address

The name and street address of the initial registered agent of this corporation are:

Brian J. Hershorin, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 0014375

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ROBERT M. NASTASI
105 OCEAN'S EDGE DRIVE
PONTE VEDRA BEACH, FLORIDA 32082

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

ROBERT M. NASTASI
105 OCEAN'S EDGE DRIVE
PONTE VEDRA BEACH, FLORIDA 32082

Article VI
Effective Date; Duration

6.1. **Effective Date.** Corporate existence shall commence on the date these Articles are executed.

6.2. **Duration.** This corporation shall exist perpetually.

Article VII
Purposes

This professional service corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice as a physician. This corporation shall have all the powers conferred upon it by the laws of the State of Florida and not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it is organized. It is expressly provided that the foregoing enumeration of specific purpose shall not be held to limit or restrict in any manner the purposes in which this corporation is otherwise permitted by law to engage.

Article VIII
Directors

8.1. **Number of Directors.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

8.2. **Initial Director.** The name and street address of the initial director of the corporation are:

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ROBERT M. NASTASI
105 OCEAN'S EDGE DRIVE
PONTE VEDRA BEACH, FLORIDA 32082

8.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

8.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

8.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

The incorporator affirms the facts stated in this document are true as of the 4th day of February, 2015.



ROBERT M. NASTASI, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

SUCCESSFUL PATHWAYS TO WELLNESS, P.A., desiring to organize or qualify under the laws of the State of Florida, hereby designates ROBERT M. NASTASI as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 105 OCEAN'S EDGE DRIVE, PONTE VEDRA BEACH, FLORIDA 32082.

DATED this 4th day of February, 2015.


ROBERT M. NASTASI, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the 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.

DATED this 4th day of February, 2015.


ROBERT M. NASTASI, Registered Agent

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