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Special Instructions to Filing Officer:

Corrected Article #6.
Removed the word Agents.
per Mr. Smithers request

9/22/15

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

15 SEP 14 PM 3:41

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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Health Value Direct, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Charles W. Smithers, Jr.

Name (Printed or typed)

162 Via Tisdelle Street

Address

Orange Park, Florida 32073-5656

City, State & Zip

(904) 412-1824

Daytime Telephone number

hpicpal@gmail.com

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

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
HEALTH VALUE DIRECT, INC.
a Florida Corporation**

1. NAME

The name of this corporation is **Health Value Direct, Inc.** (the "Corporation").

2. PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under applicable Florida state law and corporations code (the "Code").

3. REGISTERED AGENT AND ADDRESS

The Corporation's initial registered agent is Charles w. Smithers, Jr. with an address of 162 Via Tisdelle Street, Orange Park, Florida 32073-5656.

4. PRINCIPAL OFFICE

The business address of the Corporation's principal office is 162 Via Tisdelle Street, Orange Park, Florida 32073-5656.

5. DURATION

The period of this Corporation's duration shall commence upon the date that these Articles of Incorporation ("Articles") are filed with the Secretary of State and shall continue in perpetuity.

6. DIRECTORS, OFFICERS

A. Initial Directors. The number of directors constituting the initial board of directors is five (5) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

INITIAL DIRECTOR	ADDRESS
Brian R. Klepper	1949 Brista del Mar Circle Atlantic Beach, FL 32233
Charles W. Smithers, Jr.	162 Via Tisdelle Street Orange Park, FL 32073-5656
Steve Wise	811 First Street Neptune Beach, FL 32266
Brian Baker	820 Countrywood Drive Franklin, TN 37064
Michael A. Espenlaub	950 E. Paces Ferry Road NE Atlanta, GA 30326

B. Changes to the Number of Directors. The number of directors of the Corporation set forth in paragraph 6(A) of these Articles shall constitute the authorized number of directors until changed by an amendment of these Articles or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the Corporation.

C. Powers of the Directors. Subject to the limitations contained in these Articles and the Code concerning corporate action that must be authorized or approved by the shareholders of the Corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the Corporation shall be controlled by the board.

D. Initial Officers. The names, offices and addresses of the persons who are to serve as the initial officers of the Corporation are:

INITIAL OFFICER	OFFICE	ADDRESS
Brian R. Klepper	President	1949 Brista del Mar Circle Atlantic Beach, FL 32233
Steve Wise	Vice President	811 First Street Neptune Beach, FL 32266
Charles W. Smithers, Jr.	Secretary	162 Via Tisdelle Street Orange Park, FL 32073-5656
Charles W. Smithers, Jr.	Treasurer	162 Via Tisdelle Street Orange Park, FL 32073-5656

E. Removal of Officer or Director. Any officer or any director of this Corporation may be removed at any time, with or without cause, in such manner as shall be provided in the bylaws of the Corporation.

F. Indemnification. The Corporation is authorized to provide indemnification of "agents" as such term is defined in the Code for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, subject to the limits on such indemnification set forth in the Code.

G. Limitation of Personal Liability of Directors. Any personal liability of a director to the Corporation or its shareholders for monetary damages for conduct as a director is eliminated, to the full extent permitted by the Code, except for any liability for any acts or omissions that involve intentional misconduct by a director, knowing violation of the law by a director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

7. INCORPORATORS

The names and addresses of incorporators are:

INCORPORATOR	ADDRESS
Brian R. Klepper	1949 Brista del Mar Circle Atlantic Beach, FL 32233
Charles W. Smithers, Jr.	162 Via Tisdelle Street Orange Park, FL 32073-5656

8. CAPITAL STOCK

A. Authorized Shares. The Corporation is authorized to issue one million (1,000,000) shares of Common Stock, no par value.

B. Consideration for Shares. Common Stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the board of directors. In the absence of fraud, the judgment of the directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the board of directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

C. Initial Subscribers. The names, addresses and capital subscription of the original subscribers are:

SUBSCRIBER	ADDRESS	NUMBER OF SHARES
Brian R. Klepper	1949 Brista del Mar Circle Atlantic Beach, FL 32233	120,000 shares of Common Stock
Charles W. Smithers, Jr.	162 Via Tisdelle Street Orange Park, FL 32073-5656	120,000 shares of Common Stock
Steve Wise	811 First Street Neptune Beach, FL 32266	120,000 shares of Common Stock
Brian Baker	820 Countrywood Drive Franklin, TN 37064	120,000 shares of Common Stock
Michael A. Espenlaub	950 E. Paces Ferry Road NE Atlanta, GA 30326	120,000 shares of Common Stock

D. Liability. The private property of the shareholders of this Corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

E. Voting Rights. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by such holder multiplied by the number of directors to be elected by the holders of the Common Stock. These votes may be divided among the total number of directors to be elected by the holders of Common Stock, or distributed among any lesser number, in such proportion as the holder may desire.

F. Preemptive Rights. Each share of the Corporation entitles the holder to a preemptive right, for a period of one hundred twenty (120) days, to subscribe for, purchase or otherwise acquire securities of the Corporation. This right applies to any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation that the Corporation proposes to issue, or any rights or options that the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation that are convertible into or exchangeable for, or that carry any rights, to subscribe for, purchase or otherwise acquire shares of the same class of the Corporation or equity and/or voting shares of any

class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. After the expiration of one hundred twenty (120) days, any and all of the shares, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred or granted by the board of directors, as the case may be, to any persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine. As used in these Articles, the terms "equity shares" and "voting shares" mean, respectively, shares that confer unlimited dividend rights and shares that confer unlimited voting rights in the election of one or more directors.

G. S Corporation Election. In the event the shareholders of the Corporation ever elect to be taxed pursuant to the S Corporation provisions of the Internal Revenue Code of 1986, as amended ("S Corp Election"), then to the extent allowed by law, the Corporation and the board of directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the shareholders, by way of salary, bonus, dividend or otherwise, sufficient money for each shareholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an S Corp Election, neither any shareholder nor any of the officers of the Corporation may, without the prior written consent of the record holders of more than sixty percent (60%) of the then outstanding shares of stock in the Corporation, make or effect any transfer of any shares of stock in the Corporation that would cause a termination or invalidation of the S Corp Election.

9. AMENDMENT

The provisions of these Articles may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Florida and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and shareholders are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Charles W. Smithers, Jr.
Required Signature/Registered Agent

9/8/2015
Date

For the purpose of forming a corporation under the laws of State of Florida the undersigned incorporators, have personally executed these Articles on September 8, 2015.

We submit this document and affirm that the facts stated herein are true. We are aware that the false information submitted in a document to the Department of State constitutes a third degree felony provided for in s.817.155, F.S.

Brian R. Klepper
Brian R. Klepper, Incorporator

9/8/2015
Date

Charles W. Smithers, Jr.
Charles W. Smithers, Jr., Incorporator

9/8/2015
Date

15 SEP 14 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED