

P16000002816

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

NR

Office Use Only



300280202433

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 JAN -4 PM 4:09

FILED

01/04/16--01036--006 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 JAN -4 PM 4:09

FILED

01-13-16
P

COVER LETTER

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

SUBJECT: Wellness and Preventive Health Institute, 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: Mark Rosseli

Name (Printed or typed)

2234 N Federal Hwy #297

Address

Boca Raton, FL 33431

City, State & Zip

5613388654

Daytime Telephone number

mark1449@yahoo.com

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

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

ARTICLES OF INCORPORATION

Wellness and Preventive Health Institute, Inc.

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation liability, rights, privileges and immunities of a corporation for profit

ARTICLE I NAME OF CORPORATION

The name of corporation shall be:

Wellness and Preventive Health Institute, Inc.

FILED
16 JAN -4 PM 4:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PURPOSE

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all lawful transactions including but not limited to hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

- (A) To conduct preventive wellness and health education, assessments, screenings of all kinds.
- (B) To merchandise, sell, offer for sale, repair, maintenance and distribute at wholesale and retail any merchandise of all kinds and descriptions, whether in bulk, package, integrated, or assembled including: food and nutritional supplements, office equipment and electronic goods of all kinds and for all purposes.
- (C) For itself or as agent or correspondent for others to manage estates and properties and a general real estates and rental business, including the buying, selling, leasing, improving and dealing in lands and tenements, and the constructions and selling of houses and buildings.
- (D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others.
- (E) To buy, sell, trade or deal in any kind of goods, wares and merchandise.
- (F) To organize or cause to be organized under the laws of the State of Florida or any other state, district, territory, province, or governments, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.
- (G) To be engaged in services such as exports & imports, investments, employment agency, real estates, residential and commercial construction, and such services which are allowed by the State of Florida.
- (H) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

ARTICLE III
CAPITAL STOCKS

The authorized capital stocks of this corporation shall be 1000 of shares of common stock at \$0.01 par value.

ARTICLE IV
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 7450 103rd Street, Jacksonville, FL 32210

ARTICLE V
CORPORATE EXISTENCE

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privileges of having branch offices within the state of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 7450 103rd Street, Jacksonville, FL 32210.

ARTICLE VII
BOARD OF DIRECTORS

The business of the corporation shall be managed and its corporate power exercised, initially by 4 directors with equal number of shares and not less than 1 nor more than 4 directors. The acts of the majority of the directors at a meeting where a quorum is present shall be the act of the directors. Directors Meetings may be held within or without the State. Members of the board of directors shall be deemed present at a meeting of such board if a telephone conference, or similar communication equipment, by which all persons participating in the meeting can hear each other is used. The shareholders agree to consult and seek mutual consent to sell, close, or make any material change in this corporation. In case of sell the existing shareholders will have the first right to buyout the outgoing share holder and only in situation of such denial the outsiders will be allowed to buy the outgoing shareholders upon board of directors' approval.

ARTICLE VIII
OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, and other officers and agent as may be provided for by the By-laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-laws. Any of said officers may be combined.

FILED
16 JAN -4 PM 4:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
INITIAL OFFICERS AND DIRECTORS

The names and street address of the first board of directors and officer of the corporation who shall hold office, until their successors are chosen shall be:

Melchor Carbonell, MD, President
3078 Julington Creek Rd
Jacksonville, FL 32223

Diana Ros, Vice President
7143 State Road 54, #274
New Port Richey, FL 34653

Lydia Rosete, Secretary
4888 Strato Rd W
Jacksonville, FL 32210

Angelus Pancho, Treasurer
7047 Red Robin Dr
Jacksonville, FL 32210

ARTICLE X
RESTRICTIONS ON SALE OR TRANSFER OF STOCKS

The corporation and or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stocks in this corporation which is authorized under the Laws of Florida.

ARTICLE XI
INDEMNIFICATION

Each directors and officers of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claims, demand, action, suit or proceedings in which he may be involved or to which he may be made a part by reason of his being or having been made director or officers of the corporation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty as such officer or director. Such right of indemnifications shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall be inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII
AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provisions contained in the articles of incorporation in manner now or hereafter prescribed by the statutes of the State of Florida, and all rights and powers conferred on directors, officers and stockholders herein are granted subject to this reservations; provided, however, that no amendment, alteration or repeal of these articles of incorporation shall be valid unless consented by a majority of the stockholders of the corporation entitled to vote thereon present at any stockholders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

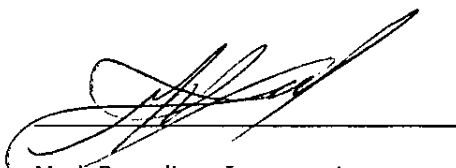
ARTICLE XIII
REGISTERED AGENT

The name of the initial registered agent of this corporation is Mark Rosseli, whose street address is 2234 N Federal Hwy, Suite 297 Boca Raton, FL 33431

ARTICLE XIV
INCORPORATOR

The name and street address of the person signing these articles of incorporation is Mark Rosseli 2234 N Federal Hwy, Suite 297 Boca Raton, FL 33431

The undersigned has executed these articles of incorporation this day of December 31st, 2015


Mark Rosseli, Incorporator

FILED
16 JAN -4 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Mark Rosseli, as the registered agent in the articles of this incorporation, hereby accepts the appointment as such registered agent and acknowledges familiarity with and accepts the obligation imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505


Mark Rosseli, Registered Agent 12-31-15