

P17000059245

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(Business Entity Name)

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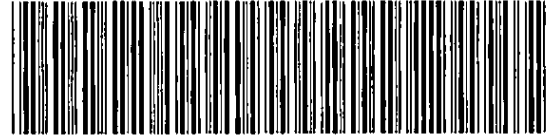
Certified Copies _____ Certificates of Status _____

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JUL 29 2022

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FILED - JUL 29 2022

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2022 JUL 29 AM 8:18

2022 JUL 29 AM 8:30

CLERK OF COURT
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ponte Vedra Beach Chiropractic, Inc.

DOCUMENT NUMBER: P17000059245

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David Slossberg

Name of Contact Person

Firm/ Company

301 Casa Devilla Ave.

Address

St. Augustine, Florida 32092

City/ State and Zip Code

drdsloss@gmail.com

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

For further information concerning this matter, please call:

David Slossberg

Name of Contact Person

at (904)

788-9029

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Ponte Vedra Beach Chiropractic, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P17000059245

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

n/a

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

n/a

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent David Slossberg

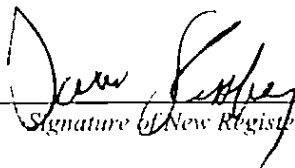
301 Casa Devilla Ave.

(Florida street address)

New Registered Office Address: St. Augustine, Florida 32092
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

Check if applicable

☒ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

FILED
2022 JUL 29 AM 8:30
SECRETARY OF STATE
FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>PVST</u>	<u>David Slossberg</u>	<u>301 Casa Devilla Ave.</u>
<u>X</u> <u> </u> Add			<u>St. Augustine, FL 32092</u>
<u> </u> Remove			
2) <u> </u> Change	<u>PVST</u>	<u>Cliff Hill</u>	<u>805 Cooper Leaf Ct.</u>
<u> </u> Add			<u>St. Johns, FL 32259</u>
<u>X</u> <u> </u> Remove			
3) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
4) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			
<u> </u> Remove			

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

See attached Written Consent of Stockholders.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

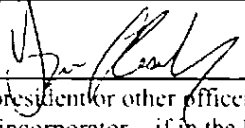
Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____
(voting group)"

Dated 7/29/22

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

David Slessberg
(Typed or printed name of person signing)

President/owner
(Title of person signing)

**WRITTEN CONSENT OF
STOCKHOLDERS OF
PONTE VEDRA BEACH CHIROPRACTIC, INC.
A FLORIDA CORPORATION**

JUNE 30, 2022

The undersigned, constituting the stockholder(s) holding the requisite number of securities of Ponte Vedra Beach Chiropractic, Inc., a Florida corporation (the "Corporation"), hereby waives any and all requirements for notice of the time and place of an organizational meeting of the Corporation and does hereby agree and consent in writing, without a meeting and in accordance with the Florida Business Corporation Act, as of the 30th day of June 2022, to the adoption of, and does hereby adopt, the following resolutions and the actions specified therein and direct that this written consent (this "Written Consent") be filed with the minutes of the proceedings of the Corporation

WHEREAS, the Corporation was created on July 11, 2017, by the filing of Articles of Incorporation with the Secretary of State of the State of Florida, as appears from the Articles of Incorporation attached hereto as Exhibit A; and

WHEREAS, at the time of the filing of the Articles of Incorporation and the same has remained so through the date hereof, Cliff Hill was appointed to the office of President, Vice President, Secretary and Treasurer, and has and remains the owner of 100% of the Stock of the Corporation; and

WHEREAS, on June 30, 2022, Cliff Hill, as Seller and David Slossberg, as Buyer, entered into that certain Stock Purchase Agreement whereby Cliff Hill would sell and David Slossberg would buy 100% of the Corporation's Stock; and

WHEREAS, the Stockholder(s) have been presented with and have reviewed a draft of the Purchase Agreement and approve same;

NOW, THEREFORE, BE IT RESOLVED, that the Sale and the form, terms and provisions of the Purchase Agreement, in the form substantially submitted to the stockholders, are hereby approved; and be it

FURTHER RESOLVED, that Cliff Hill resigns his offices of President, Vice President, Secretary and Treasurer; and be it

FURTHER RESOLVED, that David Slossberg is appointed and/or elected President, Vice President, Secretary and Treasurer; and be it

FURTHER RESOLVED, that the registered agent of the Corporation be changed to:

David Slossberg
301 Casa Devilla Ave.
St. Augustine, Florida 32092

FURTHER RESOLVED, that, this Consent may be executed by facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, e.g. docusign.com) or other transmission method shall have the same force and effect as delivery of an original executed counterpart of this Consent.

IN WITNESS WHEREOF, the undersigned, constituting the stockholders of the Company holding the requisite number of securities of the Company necessary to approve the above resolutions, have caused the execution of this Consent, as of the day and year first above written.

STOCKHOLDERS:

Individuals Sign Below:

DocuSigned by:

Signature

Cliff Hill
Name

Signature (if more than one)*

Name (if more than one)*

EXHIBIT A

**Electronic Articles of Incorporation
For**

PONTE VEDRA BEACH CHIROPRACTIC, INC

P17000059245
FILED
July 11, 2017
Sec. Of State
ndmccleessam

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

Article I

The name of the corporation is:

PONTE VEDRA BEACH CHIROPRACTIC, INC

Article II

The principal place of business address

240 PONTE VEDRA PARK DR
#150
PONTE VEDRA, FL. 32082

The mailing address of the corporation is:

240 PONTE VEDRA PARK DR
#150
PONTE VEDRA, FL. 32082

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1

Article V

The name and Florida street address of the registered agent is:

CLIFF HILL
225 CEZANNE CIRCLE
PONTE VEDRA, FL. 32081

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: CLIFF D HILL

P17000059245
FILED
July 11, 2017
Sec. Of State
ndmccleessam

Article VI

The name and address of the incorporator is:

CLIFF HILL
225 CEZANNE CIRCLE
PONTE VEDRA, FL 32081

Electronic Signature of Incorporator: CLIFF D HILL

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
CLIFF HILL
225 CEZANNE CIRCLE
PONTE VEDRA, FL 32081

Title: VP
CLIFF HILL
225 CEZANNE CIRCLE
PONTE VEDRA, FL 32081

Title: SEC
CLIFF HILL
225 CEZANNE CIRCLE
PONTE VEDRA, FL 32081

Title: T
CLIFF HILL
225 CEZANNE CIRCLE
PONTE VEDRA, FL 32081

Article VIII

The effective date for this corporation shall be:

07/10/2017

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, Duane Morris LLP (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through your DocuSign, Inc. (DocuSign) Express user account. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

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Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

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You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

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To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at helpdesk@duanemorris.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

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- ii. send us an e-mail to helpdesk@duanemorris.com and in the body of such request you must state your e-mail, full name, US Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none">•Allow per session cookies•Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

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