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FLORIDA PROFIT/NON PROFIT CORPORATION

William J. Garofolo, D.C. P.A.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION**OF****WILLIAM J. GAROFOLO DC PA**

The undersigned natural person, who is a licensed chiropractor and otherwise legally authorized to practice in the State of Florida, intends to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name: The name of this corporation is **WILLIAM J. GAROFOLO DC PA**. The corporation's principal office is located at 5484 SW 30th Avenue, Ocala, FL 34471.

ARTICLE II

Purpose: The purposes for which this Corporation is formed are:

a. To engage in every phase and aspect of the practice of chiropractic medicine as a professional corporation and to own and operate a chiropractic practice for the purposes of providing chiropractic care.

b. To enter into contracts and engage in any lawful business necessary for the rendering of such professional services.

c. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

d. To invest funds of this corporation in real estate, mortgages, stocks, bonds of other types of investments, and to own real and personal property necessary for the rendering of professional services.

The purposes of this Corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to practice chiropractic medicine in the State of Florida.

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ARTICLE III

Capital Stock: The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed in the State of Florida.

ARTICLE IV

Term of Existence: This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of this corporation is 5484 SW 30th Ave., Ocala, FL 34471. The name of the initial registered agent of this corporation is **WILLIAM J. GAROFOLO, DC.**

ARTICLE VI

Limitation on Issuance and Transfer of Stock: This Corporation shall not issue any of its capital stock, nor shall any shareholder of this Corporation sell or transfer his shares in the Corporation to anyone not licensed to practice chiropractic medicine in the State of Florida.

ARTICLE VII

Number of Directors: The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

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ARTICLE VIII

Initial Board of Directors and Subscriber: The name and mailing address of the initial directors and subscriber of this corporation is: **WILLIAM J. GAROFOLO, DC**, 5484 SW 30th Ave., Ocala, FL 34471.

ARTICLE IX

Lost or Destroyed Certificates: Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE X

Amendment: These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of

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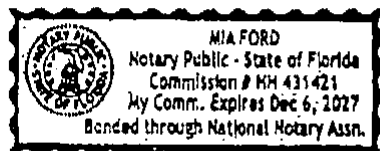
the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 6th day of May, 2024.

William J. Garofolo, D.C.
WILLIAM J. GAROFOLO, DC

STATE OF FLORIDA
COUNTY OF ~~MARION~~
Sumter

The foregoing instrument was acknowledged before me on the 6 day of May, 2024 by **WILLIAM J. GAROFOLO, DC**, by means of physical presence and who has produced a Florida Driver's License as identification.



M. Ford
Notary Public
Commission Number:
HH 431421

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **WILLIAM J. GAROFOLO DC PA**, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated: May 6th 2024

William J. Garofolo, D.C.
WILLIAM J. GAROFOLO, DC

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