

**P9500021988**  
**JENSEN & HOULD**

ATTORNEYS AT LAW

708 NORTH THIRD STREET  
POST OFFICE BOX 80487  
JACKSONVILLE BEACH, FLORIDA 32240-0487

Alan C. Jensen  
Stephen A. Hould

Telephone (904) 240-2500  
Fax (904) 240-0800

March 14, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: Leo Popwell, D.C., P.A.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,

JENSEN & HOULD



Stephen A. Hould

SAH/lb

7:11 PM  
55 MAR 17 PM 2:10  
JACKSONVILLE, FLORIDA

BROWN MAR 17 1995

**ARTICLES OF INCORPORATION**

**OF**

**LEE POPWELL, D.C., P.A.**

FILED  
95 DEC 17 PM 3:10  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a Florida professional service corporation for profit pursuant to Chapter 621, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: Lee Popwell, D.C., P.A.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation, which is also the mailing address of the corporation, is: 130 4th Avenue South, Jacksonville Beach, FL 32250.

**ARTICLE III. DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV. PURPOSES**

This corporation is organized for the following purposes:

A. To render the practice of chiropractics to the public. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F.S.A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of the practice of chiropractics; and

B. To do any and all things authorized and allowed under the laws of the State of Florida in accordance with the provisions of Chapter 621 of the Florida Statutes.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice chiropractics in the State of Florida.

#### **ARTICLE VI. QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the corporation's bylaws, a minimum of 75% of all shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 6215 Syringa Lane, Jacksonville, FL 32211, and the name of the initial registered agent at such address is Iona Coates. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows: Lee Popwell, D.C., 130 4th Avenue, South, Jacksonville Beach, FL 32250; and Mrs. Elizabeth E. Popwell, 130 4th Avenue, South, Jacksonville Beach, FL 32250.

#### **ARTICLE IX. INCORPORATORS**

The name and address of the corporation's Incorporator is Lee Popwell, D.C., 130 4th Avenue, South, Jacksonville Beach, FL 32250.

#### **ARTICLE X. PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE XI. INDEMNIFICATION**

This corporation shall indemnify its officers, directors and

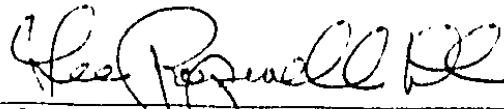
authorized agents for all liability incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XII. RESTRAINT ON ALIENATION AND DISQUALIFICATION**

No shareholder may sell or transfer his shares in the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida Law.

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

IN WITNESS WHEREOF, I have subscribed my name this 14 day of March, 1995.



LEE POPWELL, D.C.  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Lee Popwell to me well known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 14 day of March, 1995.



NOTARY PUBLIC, State of Florida  
at Large L015 17.15822  
My commission expires: 3/28/95

### CERTIFICATE

In compliance with Florida Statutes the following is submitted:

That LEE POPWELL, D.C., P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 130 4th Ave., South, Jacksonville Beach, FL 32250, county of Duval, State of Florida, has named Iona Coates, 6215 Syringa Lane, Jacksonville, FL 32211, agent to accept service of process within the state.

### ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-named Florida professional corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Iona Coates.

Iona Coates  
By: IONA COATES  
Registered Agent

RECEIVED  
JUL 17 1980  
CLERK OF COURT  
JUL 17 1980