

P95000034711

DeWitt

6720 Arlington X-WAY  
Jacksonville, FL 32211

E USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS	REGISTRATION/ QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other

ML 5 1995 35B

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
JAGUAR CHIROPRACTIC CLINICS, INCORPORATED

FILED

67-122-28 AM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is : JAGUAR CHIROPRACTIC CLINICS, INCORPORATED.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation to provide quality chiropractic and medical services to the public.

Additionally, this corporation should have authority to purchase, manufacture, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, or to conduct any other kind of lawful business or activity.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to limit or restrict in any way the powers of this corporation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is to be decided by the original board of directors at that time when additional members to the board of directors is deemed in the interest of the corporation.

#### ARTICLE IV. TERM

This corporation shall have perpetual existence.

#### ARTICLE V. ADDRESS

The post office address of the principle office of this corporation in the State of Florida is:

6720 Arlington Expressway  
Jacksonville, Florida 32211

The board of directors may from time to time move the office to any other place in Florida.

#### ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

#### ARTICLE VII. INITIAL DIRECTOR

The name and post office address of the initial director of this corporation is;

Timothy W. DeWitt, 6720 Arlington Expressway, Jax. FL 32211

#### ARTICLE VIII. SUBSCRIBERS

The name and the post office address of the the subscriber of these Articles of Incorporation is:

Timothy W. DeWitt, 6720 Arlington Expressway, Jax., FL 32211

#### ARTICLE IX. MISCELLANEOUS

This corporation shall have the right to amend or appeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, may by agreement recorded in the minute book of thjs corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or incumbrance of the stock in this corporation as may be lawful under the statutes and laws of the State of Florida which such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or transaction between the corporation and one or more of its directors or between the corporation any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation of which one or more of its directors are shareholders, members, directors, officers, employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in relation to such contract or transaction, and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a vote of the majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary majority to carry such vote. These provisions shall not be construed to invalidate any contract or transaction which would otherwise be valid under the common law statutory law application thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### ARTICLE X. INDEMNITY

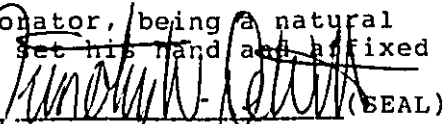
This corporation is authorized to indemnify any director officer, or employee or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or which it is a creditor, against actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which shall be adjudged in such action, suit, or proceeding to be liable of negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

#### ARTICLE XI. AMENDMENT

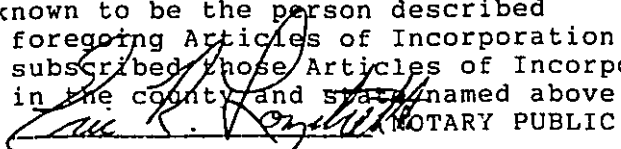
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by 2/3 of the stock entitled to vote thereon, unless all the directors and all the stockholder sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 24<sup>th</sup> day of APRIL, 1995.

(STATE OF FLORIDA, COUNTY OF DUVAL)

 (SEAL)  
(SIGNATURE IN LIEU OF CORPORATE SEAL)

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, the undersigned authc ity, duly authorized to administer oaths and take acknowledgements, personally appeared to me known to be the person described as Subscriber in and executed the foregoing Articles of Incorporation and he acknowledged to me that he subscribed those Articles of Incorporation. WITNESS my hand and official seal in the county and state named above this 24<sup>th</sup> day of APRIL, 1995.

 (NOTARY PUBLIC)  
NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: July 15, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED

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SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

JAGUAR CHIROPRACTIC CLINICS, INCORPORATED, a corporation organized (or organizing) under the laws of the State of Florida with its principle office at 6720 Arlington Expressway, in the City of Jacksonville, County of Duval, and State of Florida has named Timothy W. DeWitt, located at 6720 Arlington Expressway, City of Jacksonville, County of Duval, and State of Florida, as its agent to accept process within this state.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Timothy W. DeWitt	President	6720 Arlington Expressway Jacksonville, FL 32211

DIRECTORS:

Timothy W. DeWitt	6720 Arlington Expressway Jacksonville, FL 32211
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BY   
President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
Resident Agent