

PA5000058443

HAWKINS, HAWKINS & BURT

A PARTNERSHIP July 31, 1995 ASSOCIATIONS

ATTORNEYS AT LAW

501 SOUTH RIDGEWOOD AVENUE

DAYTONA BEACH, FLORIDA 32114-1086

ALFRED L. HAWKINS, P.A.
DONALD L. HAWKINS, P.A.
DAVID A. BURT, P.A.

TELEPHONE 000 0 252-4400
FAX 000 0 252-1311

Corporation Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: KELLY ALLISON KALUS, P. A.

Gentlemen:

Please find original for filing, original and one copy of Articles of Incorporation of the above corporation, together with Certificate of Registered Agent. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	52.50
Registered Agent	<u>35.00</u>
Total	\$122.50

200001546297
-07/26/95--01020--008
****122.50 ****122.50

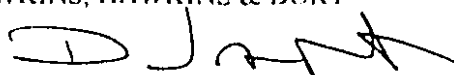
Please return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter.

Very truly yours,

HAWKINS, HAWKINS & BURT

By



David A. Burt, P. A.

DAB/bab

encls.



FILED
95 JUN 25 PM 8:20
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KELLY ALLISON KALUS, P.A.

FILED

95 JUN 26 PM 8:20

CLERK OF THE STATE
PALM BEACH COUNTY, FLORIDA

The Undersigned hereby forms a professional corporation for profit under the provisions of Chapter 621 of the Laws of the State of Florida and pursuant to the following articles of incorporation

ARTICLE I The name of this corporation shall be KELLY ALLISON KALUS, P.A.

ARTICLE II The general nature of the business to be transacted by the corporation shall be and is to engage in every aspect of speech-language pathology. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly licensed in accordance with Florida Statutes Chapter 468.1105, et seq.

This corporation shall not engage in any business other than the practice of speech language pathology. However, this corporation may invest its funds in real estate, mortgages, stocks, bonds and any other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE III The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be two thousand (2,000) shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefor shall be issued only persons duly licensed as speech language pathologists in accordance with the laws of the State of Florida.

ARTICLE IV The amount of capital with which the corporation will begin business shall be and is the sum of One Thousand Dollars (\$1,000.00).

ARTICLE V The corporation shall have perpetual existence.

ARTICLE VI The principal office of this corporation shall be located in the City of Eustis, County of Lake, State of Florida, and the post office address of said principal office of the corporation shall be 605 E. Washington Avenue, Eustis, Florida, 32726.

ARTICLE VII The number of directors of this corporation shall be not less than one nor more than nine.

ARTICLE VIII The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of the by-laws and these articles of incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows

<i>Name</i>	<i>Post Office Address</i>
Kelly Allison Kalus	605 E. Washington Ave. Eustis, Florida 32726

ARTICLE IX. The name and post office address of each subscriber of these articles of incorporation are as follows:

<i>Name</i>	<i>Post Office Address</i>
Kelly Allison Kalus	605 E. Washington Ave. Eustis, Florida 32726

The subscribers certify that the proceeds of the stock subscribed for will be not less than the amount of capital with which the corporation will begin business, as set forth in Article IV hereinabove.

ARTICLE X. If any officer, stockholder, agent or employee of this corporation who has been rendering speech language pathology services to the public (a) for any reason ceases to be licensed by the State of Florida or becomes otherwise disqualified to practice speech language pathology in this state, or (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a speech language pathologists, or (c) makes an assignment for the benefit of creditors, or (d) files a voluntary petition in bankruptcy or becomes the subject of an involuntary petition in bankruptcy, or (e) attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person or in any manner prohibited by law or by these articles or the by-laws of the corporation, or (f) if any lien of any kind is imposed upon the shares of stock of any such stockholder and such lien is not removed within 30 days after its imposition, then and in any of such events, all employment and relationship of such person with the corporation shall automatically and immediately stand completely severed and terminated, and, except to receive payment for any shares of stock in the corporation owned by him as authorized under Article XI hereof and to receive payment of any other amounts then lawfully due and owing to him by the corporation, he shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE XI Upon the occurrence, with respect to a stockholder, of any of the events specified in Article X, or upon the death or adjudication of incompetency of a stockholder, then and in any of such events, the shares of stock in this corporation of such stockholder shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividend or stock rights of any kind which may be declared thereafter by the corporation and shall be forthwith transferred, sold and purchased or redeemed at such price or value and only in such manner as shall be authorized or set forth in by-laws adopted by the stockholders

ARTICLE XII No stockholder of this corporation and no representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except to the corporation or to another individual who is then licensed as a speech language pathologist in the State of Florida

The corporation's Board of Directors are specifically authorized from time to time to adopt by-laws not inconsistent herewith with respect to the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock

ARTICLE XIII In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders

(3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

(4) No contract or other transaction between the corporation or any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested, and

no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested

ARTICLE XIV This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation

ARTICLE XV The name and address of the initial registered office and initial registered agent are as follows:

Kelly Allison Kalus
605 E. Washington Ave
Eustis, Florida 32726

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal this 20th day of July, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these articles of incorporation and certify that the facts herein stated are true.

Kelly Allison Kalus
Kelly Allison Kalus

ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT

The undersigned does hereby accept the appointment by KELLY ALLISON KALUS,
P.A. to serve as it's registered agent. The undersigned is familiar with and accepts the obligations
of such position.

Kelly Allison Kalus
Kelly Allison Kalus

FILED

95 JUN 26 PM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA