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OFFICE USE ONLY

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

1107  
9-12-95

Examiner's Initials \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
WELLNESS GUILDS, INC.

FILED  
95 SEP 11 AM 8:35  
TALLAHASSEE  
FLA

ARTICLE I

The name of this corporation shall be WELLNESS GUILDS, INC..

ARTICLE II

The Corporation shall have a perpetual existence.

ARTICLE III

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is ONE THOUSAND SHARES of common stock having NO PAR VALUE.

ARTICLE V

Both the principle place of business and the initial registered office of this Corporation shall be located at 3427 Exchange Avenue, Naples, Florida 33942 and the initial registered agent shall be ALLEN M. KRATZ, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

The initial Board of Directors shall consist of ONE member(s). The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than ONE nor more than SEVEN. The names and addresses of the initial director(s) is/are:

ALLEN M. KRATZ  
3427 EXCHANGE AVENUE  
NAPLES, FL 33942

#### ARTICLE VII

The directors of this Corporation shall be allowed to have a pecuniary interest in transactions with the Corporation.

#### ARTICLE VIII

All stock issued in the name of this Corporation shall be subject to the following transfer restrictions:

1. No shareholder may sell, transfer or otherwise dispose of any shares of this Corporation's stock for value prior to notifying in writing the Corporation of said intention,
2. The Corporation shall have a right of first refusal to acquire said stock that is intended to be transferred, this right of first refusal lasting 30 days from the date of receiving notice of the shareholder's intent to so transfer,
3. In the event the Corporation elects to exercise it's right of first refusal, it shall notify the shareholder of said election and shall be required to pay the same or equal consideration as that which shareholder was offered; the shareholder may be required by the Corporation to provide adequate proof of the outside offer to purchase,
4. Upon receipt of notice from the Corporation that it is not exercising it's right of first refusal or the expiration of 30 days without Corporation action, the shareholder is free to transfer said shares to the extent reflected in the offer to purchase that effected the right of first refusal process,
5. Nothing herein is meant to restrict the transfer of shares of the Corporation by gift, devise or descent,
6. All notices shall be sent via certified mail, return receipt requested to the registered address of the Corporation or the shareholder address reflected in the Corporate records.

#### ARTICLE IX

The name and street address of the person signing these Articles of Incorporation is:

ALLEN M. KRATZ  
3427 EXCHANGE AVENUE  
NAPLES, FL 33942

Allen M. Kratz  
ALLEN M. KRATZ, As Incorporator  
and as Registered Agent

95 SEP 11 AM 8:05

STATE OF FLORIDA           )  
                                  :SS  
COUNTY OF COLLIER        )

The foregoing Articles of Incorporation of WELLNESS  
GUILDS, INC. were acknowledged before me by ALLEN M.  
KRATZ, who is personally known to me or provided proper  
identification, on this 7th day of SEPT., 1995  
and did not take an oath.

Mark J. Doherty  
MARK J. DOHERTY, NOTARY PUBLIC

My Commission Expires:



OFFICIAL SEAL  
MARK J. DOHERTY  
My Commission Expires  
AUG. 3, 1996  
Comm. No. CC 219512