

P95000072055

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: DigniCare Corporation
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Richard G. Moss
Name (printed or typed)
5800 49th Street No. Suite S-205
Address
St. Petersburg, Florida 33709
City, State & Zip
(813) 525-1134
Daytime Telephone number

300001586283
-09/15/95--01073--007
***131.25 ***131.25

NOTE: Please provide the original and one copy of the articles.

D. BROWN SEP 19 1995

ARTICLES OF INCORPORATION
OF
DigniCare Corporation

The undersigned, for the purpose of forming a corporation under the State of Florida Corporation Act hereby adopts the following articles of incorporation:

ARTICLE I. CORPORATE NAME

The name of this Corporation is DigniCare Corporation (hereinafter referred to as the "Corporation").

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

This corporation shall be empowered to engage in any lawful business authorized under the laws of the State of Florida and not prohibited by the Articles.

It shall have in addition to the powers set forth above, all of those powers which may be exercised by a corporation under the laws of the State of Florida, including, but not limited to the following:

Have succession by its corporate name for the period limited in its Certificate of Incorporation, and if not so limited, in perpetuity.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.
Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal By-Laws not inconsistent with

law or its Certificate of Incorporation for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling and holding of meetings of its stockholders.

Increase or diminish by vote of its stockholders, shareholders or members, cast as these Articles or as the By-Laws may direct, the number of directors, managers or trustees, provided that the number shall never be less than three.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices, buy, hold mortgage, sell, convey property; buy, hold mortgages; sell, convey, or otherwise dispose of franchises, in this country and in foreign countries.

Purchase the corporate assets of any other corporation and engage in the same character of business.

Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

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

Purchase, hold, sell and transfer shares of its own capital stock out of earned surplus and to hold, sell and transfer the same.

Do all and everything necessary and proper for the accomplishment of the objects enumerated or incidental to the

benefit and protection of the corporation; and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon; issue and sell or pledge bonds, secured or unsecured; and execute such mortgages, or other instruments upon or encumbering its property or credit, to secure the payment of money borrowed or owing by it as occasion may require and the Board of Directors deem expedient.

Make gifts for education, scientific, religious or for charitable purposes.

ARTICLE IV. CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be Two Million (2,000,000) shares, designated as follows:

2,000,000 Common Shares with par value of \$5.00 per share.

The rights of the shares shall be as follows: The holders of Common Shares shall have voting privilege of one common share one vote.

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Board of Directors.

ARTICLE V. ADDRESS AND REGISTERED AGENT

The principal office and place of business of this Corporation shall be located at 5800 49th Street North, Suite S-205, St.

Petersburg, Florida 33709, except as from time to time as may be changed pursuant to the direction of the Board of Directors of this Corporation, that this Corporation may establish and maintain offices at other places in the state of Florida, at colonies or dependencies and any foreign country that the Board of Directors shall from time to time determine.

The registered agent is: Richard G. Moss

9307 125 th Ave. N.

Largo, Florida 34643

ARTICLE VI. DIRECTORS

The business and affairs of this corporation and all corporate authority and powers shall be exercised by or under authority of the Board of Directors, subject to limitations imposed by law, these articles of incorporation, or the by-laws as to action which requires authorization or approval by the shareholders. The control and management shall be vested in a Board of Directors consisting of not less than Two (2) members and not to exceed Seven (7) in number.

The original directors who shall hold office until the first stockholders' meeting are: Karl D. Jones, M.D.

Richard G. Moss

ARTICLE VII. SUBSCRIBERS

The name and addresses of the subscribers of these Articles of Incorporation are:

Karl D. Jones, M.D.

530 Belle Isle Blvd.

Belleair Beach, Florida 34635

Richard G. Moss

9307 125th Ave. No

Largo, Florida 34643

The subscribers of these Articles of Incorporation hereby assign to the Corporation their rights under Florida State Statutes, to constitute a corporation, and they hereby assign to those persons designated by the shareholders any rights they may have as subscribers to acquire any of the capital stock of this Corporation, this assignment becomes effective when these Articles of Incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

ARTICLE VIII. OFFICERS

The officers of the Corporation shall be a President, an Executive Vice President, a Secretary and a Treasurer. The names of the persons who are to serve as officers of this Corporation until the first annual meeting are:

PRESIDENT Karl D. Jones, M.D.
EXECUTIVE VICE PRESIDENT Richard G. Moss, NHA
SECRETARY Richard G. Moss
TREASURER Karl D. Jones, M.D.

ARTICLE IX. SPECIAL CHARTER PROVISIONS

No contract, or other transaction, between this Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the shareholders, individually or jointly, is or is interested in, or is a director or officer of such other corporation, and may be a part or party to, or may be interested in any such contracts or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any shareholder 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 or persons, firm or corporation, and each and every person who may become a shareholder of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any shareholder of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a shareholder or director of such subsidiary or controlled company.

ARTICLE X. 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 by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI. INDEMNIFICATION

(1) PERSONS. The Corporation shall indemnify, to the extent provided in Paragraph 2 of this Article, these persons:

(a) Any director, officer, agent or employee of the Corporation, and

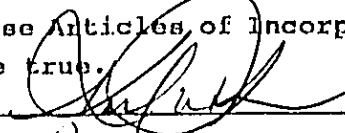
(b) Any former director, officer, agent or employee of the Corporation, and

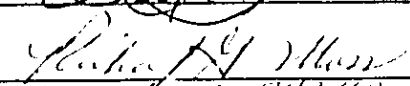
(c) Any person who may have served at the Corporation's request as a director, officer, agent or employee of any other Corporation in which the Corporation owns or has owned stock, or of which it is or has been a creditor.

(2) EXTENT. The indemnification shall be against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of being or having been a Director or

officer. The indemnification herein provided shall also cover expenditures incurred in good faith in anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good-faith settlement of any action, suit or proceeding, whether formally instituted or not. No indemnification shall be available for any officer or Director adjudicated to be liable for negligence or misconduct in the performance of his or her corporate duties. The indemnification herein provided shall not be deemed exclusive of any other rights by which a Director or officer may be entitled under any Bylaw, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF, WE, the undersigned subscribers, have hereunto set our hands and seals this 13th day of September, A.D., 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts stated are true.






 FILE # 1995-747-483-243

I HEREBY CERTIFY that on this day, before me, a notary public authorized in Pineellas County to take acknowledgements, personally appeared Karl D. Jones, M.D. and Richard G. Moss to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County named above, this 13th day of September, A.D., 1995.



 Notary Public

My Commission Expires:



REGISTERED AGENT

I Richard G. Moss agree to be the Registered Agent for
DigniCare Corporation. My address shall be as follows:

Richard G. Moss
9307 125th Ave. No.
Largo, Florida 34643

Richard G. Moss
Richard G. Moss

Sept. 13, 1985
Dated