

P96000012892

SHEPARD, BRETT, STEWART & HERSCH, P.A.
ATTORNEYS AT LAW

JAY ANDREW BRETT
JOHN F. STEWART
CHARLES HERSCHE, C.P.A.
D. HUGH KINSLEY, JR.

(FORMERLY SHEPARD & WOOLSLAIRE)
FIRM ESTABLISHED 1924

212 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33901

W. A. SHEPARD (1898-1971)
JOHN R. WOOLSLAIRE (1908-1968)

TELEPHONE (941) 334-1141
TELEGRAPH (941) 334-3965

JOHN WOOLSLAIRE SHEPARD
OF COUNSEL

February 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

4000001709304
-02/07/96--01058--004
****122.50 ****122.50

Re: Gendron & Yale, P.A.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is your check in the amount of \$122.50 to cover the following:

| | |
|---------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy of Charter | \$ 52.50 |
| Resident Agent Fee | <u>\$ 35.00</u> |
| | \$ 122.50 |

FILED
FEB -7 AM 9:08
TALLAHASSEE, FLORIDA

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely yours,


John F. Stewart

JFS:as
enclosures

4.0950001 FEB 12 1996

ARTICLES OF INCORPORATION

OF

GENDRON & YALE, P.A.

FILED
95 FEB - 7 AM 9:03
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of Incorporation, being duly licensed for the practice of chiropractic under the laws of the State of Florida adopt these Articles to form a Corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

CHARTER

ARTICLE I - NAME

The name of the Professional Service Corporation shall be GENDRON & YALE, P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is: 28315 South Tamiami Trail, Suite 101, Bonita Springs, Florida 33923.

ARTICLE III - PURPOSE

The Professional Service Corporation is formed to engage in every phase and aspect of the practice of chiropractic. In addition, the Corporation may invest the funds of the Professional Service Corporation in real estate, mortgages, stocks, bonds, or any other type of investment and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The Professional Service Corporation shall have perpetual existence, commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the Professional Service Corporation shall be One Hundred (100) shares of common stock with a par value of Ten (\$10.00) Dollars per share.

None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to the practice of chiropractic in the State of Florida.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial registered office of this Professional Service Corporation is 28315 South Tamiami Trail, Suite 101, Bonita Springs, Florida 33923. The name of the initial registered agent at that address is: DR. GARY L. GENDRON.

ARTICLE VII - BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) members.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the persons signing these Articles of Incorporation as subscribers are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>AMOUNT OF SHARES SUBSCRIBED FOR</u> |
|---------------------|--|--|
| Dr. Gary L. Gendron | 3070 Laurel Ridge Court Bonita Springs, Florida 33923 | 50 Shares |
| Dr. Karen A. Yale | 3070 Laurel Ridge Court Bonita Springs, Florida 33923 | 50 Shares |

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The Shareholders of the Professional Service Corporation shall have

the power to include in the By-Laws, or by separate Agreement adopted by a majority of the Shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Service Corporation by any of its Shareholders, or in the event of the death or disability of its Shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the Shareholders of the Professional Service Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the Certificate evidencing ownership of the stock. No Shareholder of the Professional Service Corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a Shareholder of the Professional Service Corporation, and the sale or transfer may be made only after it has been approved at a Shareholder's meeting specially called for that purpose.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation in the manner provided by law. Any right conferred on the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being each and all of the original subscribers to the capital stock hereinbefore mentioned and the incorporator(s) of the Articles of Incorporation for the purpose of

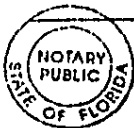
forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Bonita Springs, Florida this 31st day of January, 1996.

Dr. Gary L. Gendron
Gary L. Gendron
Incorporator

Karen A. Yale
Karen A. Yale,
Incorporator

STATE OF FLORIDA
COUNTY OF

THE FOREGOING INSTRUMENT was acknowledged before me this 31st day of January, 1996, by GARY L. GENDRON and KAREN A. YALE, (✓) who are personally known to me or () who produced as identification.



NANCY M. CORTELL
MY COMM EXP 2-10-96
BONDED BY SERVICE INS CO
NO. CC179378

Nancy M. Cortell
Notary Public

(SEAL)

Printed Names of Notary: NANCY M. CORTELL

Comm. Exp. Date:
Comm. Number:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT GENDRON & YALE, P.A., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF Bonita Springs, COUNTY OF Lee, STATE OF Florida,
HAS NAMED GARY L. GENDRON, LOCATED AT 28315 SOUTH TAMiami
TRAIL, BONITA SPRINGS, LEE COUNTY, FLORIDA 33923, ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

GENDRON & YALE, P.A.

(GLG)

Signature:

Gary L. Gendron
(Corporate Officer)

Title:

officer

Date:

1-31-96

FILED
96 FEB -7 AM 9 08
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(GLG)

Signature:

Gary L. Gendron
Resident Agent

Date:

1-31-96