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2-26-96 *Lej*
Elizabeth Kates *Hause*
Requestor's Name
4411 N.W. 10th Street
Address
Coconut Creek, FL 33066
City State ZIP Phone

VALIDATION ONLY

300001725323
-02/27/96--01080--015
*****122.50 *****122.50

CORPORATION(S) NAME

WINDMAN SPINAL CARE, P.N.

- ☒ Profit
☒ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☐ Mail Out

☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED
COPY

2/27/96

☆

RECEIVED
95 FEB 27 AM 10:55
DIVISION OF CORPORATION
Toll Free: 1-800-432-3028

FILED
MAR 1 1977
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 FEB 27 PM 12:15

~ ARTICLES OF INCORPORATION ~
of
WINDMAN SPINAL CARE, P.A.

The undersigned, all of whom are duly licensed chiropractors in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of this professional Corporation is WINDMAN SPINAL CARE, P.A.

ARTICLE TWO: PURPOSE

The purpose for which this Corporation is organized is to engage in and carry on all branches of the practice of chiropractic services within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- (c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation and Limited Liability Company Act as presently enacted and as may be amended or superseded by any other statute.

ARTICLE THREE: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FOUR: REGISTERED OFFICE

The street address of the Corporation's initial registered office in the State of Florida is 5851 Holmberg Road #3023, Parkland, Broward County, FL 33067. The initial registered agent at the registered office is:

Leslie M. Windman, D.C.

ARTICLE FIVE: PRINCIPAL OFFICE

The mailing address of the initial principal office of the corporation is: 5851 Holmberg Road #3023, Parkland, FL 33067.

ARTICLE SIX: INCORPORATORS

The name and address of the each incorporator is:

Michael J. Windman, D.C., 5851 Holmberg Road #3023, Parkland, FL 33067, and

Leslie M. Windman, D.C., 5851 Holmberg Road #3023, Parkland, FL 33067.

ARTICLE SEVEN: DIRECTORS

The initial Board of Directors shall consist of two members. The names and addresses of the Board of Directors are:

Michael J. Windman, D.C., 5851 Holmberg Road #3023, Parkland, FL 33067, and

Leslie M. Windman, D.C. 5851 Holmberg Road #3023, Parkland, FL 33067.

ARTICLE EIGHT: SHARE STRUCTURE

Number and Type

8.1. The maximum number of shares that the Corporation is authorized to have outstanding is one thousand (1000) shares of One Dollar (\$1) par value common stock.

Restrictions on Issuance and Transfer

8.2. No share of stock of this Corporation shall be issued or transferred to any person who is not a chiropractor, duly licensed to practice as such in the State of Florida.

Dividend:

8.3. The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

ARTICLE NINE: INDEMNIFICATION

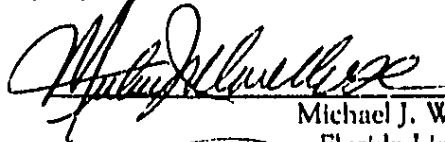
To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other

amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation.

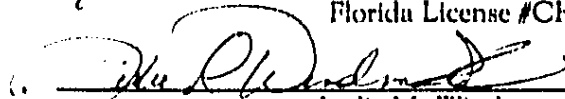
ARTICLE TEN: ELECTION OF PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Professional Service Corporation and Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on February 26, 1996.



Michael J. Windman, D.C.
Florida License #CH7115

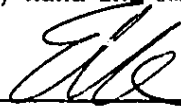


Leslie M. Windman, D.C.
Florida License #CH7035

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public in and for the State of Florida, personally appeared Michael J. Windman, D.C., who is personally known to me, and Leslie M. Windman, D.C., who is personally known to me, and they acknowledged that they executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 26th day of February, 1996.



Elizabeth J. Kates, Notary Public, State of Florida
My Commission Expires: May 2, 1999



ELIZABETH J. KATES
My Commission CC458088
Expires May. 02, 1999
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION
REGISTERED AGENT
and
REGISTERED OFFICE
of
WINDMAN SPINAL CARE, P.A.

RECEIVED
FEB 27 PM 15
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned professional corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

First that WINDMAN SPINAL CARE, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Leslie M. Windman, D.C., of 5851 Holmberg Road #3023, Parkland, Broward County, FL 33067, as its agent to accept service of process within this state.

Having been named as Registered Agent and to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Leslie M. Windman, D.C.