

P96000024958

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TAMPA OFFICE
#700 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 1108
TAMPA, FLORIDA 33601-1108
TELEPHONE (813) 883-7474
TELEFAX (813) 883-0883

PLEASE REPLY TO
TAMPA

ST. PETERSBURG OFFICE
#100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2248
ST. PETERSBURG, FLORIDA 33731-2248
TELEPHONE (813) 888-7474
TELEFAX (813) 881-0407

February 6, 1996

Office of Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Voncille L. Mills, RPT, P.A.
Our File No. 96-1046

Dear Sir or Madam:

We have enclosed an original and one copy of Articles of Incorporation for the above-referenced corporation.

Please have the Articles filed as soon as possible, certify the copy and return the certified copy to our office. We have enclosed our client's check in the amount of \$122.50 to cover the charges for the filing fee.

Thank you for your courtesies in this matter.

Sincerely,

Debra Clark
Debra J. Clark, Assistant to
D. Michael O'Leary

DMO/djc
Enclosures

(Good Money)
700001759317
-03/27/96--01005--008
*****122.50 *****122.50

(Bad Money)
000001744850
-03/15/96--01074--011
*****122.50 *****122.50

FILED
96 MAR 15 PM 5:03
TALLAHASSEE, FLORIDA

MAR 20 1996 858

ARTICLES OF INCORPORATION

OF

VONCILLE L. MILLS, RPT, P.A.

FILED
96 MAR 15 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

VONCILLE L. MILLS, RPT, P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

840 117th Terrace North, Suite 5
St. Petersburg, Florida 33716

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of

physical therapy;

(b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(c) to own real and personal property necessary for the rendering of the above professional services; and

(d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 840 117th Terrace North, Suite 5, St. Petersburg, Florida 33716 and the initial registered agent of this corporation at such office shall be Voncille L. Mills. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a

majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Voncille L. Mills	840 117th Terrace North, Suite 5 St. Petersburg, Florida 33716

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Voncille L. Mills	840 117th Terrace North, Suite 5 St. Petersburg, Florida 33716

ARTICLE X

Bylaws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Vonille L. Mills
VONCILLE L. MILLS

VONCILLE L. MILLS, RPT, P.A.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
96 MAR 15 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Voncille L. Mills having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 30th day of January, 1996.

Voncille L. Mills
VONCILLE L. MILLS

P 96 0000 249 58

TO :
DEPARTMENT OF STATE

DATE FOR OFFICIAL USE

NUMBER

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	653.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	653.75	OTHER	4

20001798357
-04/29/96--01056--003
*****15.00 *****15.00

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		4	25.00
12	45-20-2-130001-45300000-00-000100-00		2	35.00
12	45-20-2-130001-45300000-00-000100-00		1	70.00
12	45-20-2-130001-45300000-00-000100-00		1	70.00
12	45-20-2-130001-45300000-00-000100-00		4	122.50
12	45-20-2-130001-45300000-00-000100-00		1	131.25
12	45-20-2-130001-45300000-00-000100-00		2	200.00

GRAND TOTAL:

\$ 653.75

P 96 0000 249 58

63124-E

Process Date: 03/21/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer

RECEIVED

APR -1 PM 3:20