

P960000033726

TRANSMITTAL LETTER

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

7000001780827
-04/15/95--01104--004
*****70.75 *****70.75

SUBJECT: The Club Doctor Inc.
(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: MARK D. CRAFT
Name (printed or typed)

1712 AURORA ROAD

Address

MELBOURNE, FL 32935
City, State & Zip

(407) 254-0031
Daytime Telephone number

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 APR 15 PM 10:51

FILED

APC
4/18/95

THE CLUB DOCTOR, INC.

ARTICLE I - OFFICES

The principal office of The Club Doctor Inc., shall be located in the City of Melbourne, Brevard County and the State of Florida. The corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II - SHAREHOLDERS

Section 1 - Principal Office: The principal place of business of this corporation shall be 1712 Aurora Road, Melbourne, Florida and the mailing address of this corporation to be 1712 Aurora Road, Melbourne, Florida 32935.

Section 2 - Annual Meetings: The annual meeting of the shareholders of the Corporation shall be held each year on the 14th of March at 10:00 a.m. at the principal office of the Corporation or at such other places, within or without the State of Florida, as the Board may authorize, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 3 - Special Meetings: Special meetings of shareholders may be called at any time by the Board, the President, or by the holders of twenty-five percent (25%) of the shares then outstanding and entitled to vote.

Section 4 - Place of Meeting: All meetings of shareholders shall be held at the principal office of the Corporation, or at such other places as the board shall designate in the notice of such meetings.

Section 5 - Notice of Meetings: Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose of the meeting, shall be delivered personally or mail not less than ten days, nor more than sixty days, before the date of the meeting. Notice shall be given to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage paid and addressed to the Member at his address as it appears on the records of the Corporation.

Section 6 - Waiver of Notice: A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 7 - Quorum: Except as otherwise provided by Statute, or the Articles of Incorporation, at all meetings of shareholders of the Corporation, the presence at the commencement of such meeting in person or by proxy of shareholders of record holding a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote, but in no event less than one-third of the shares entitled to vote at the meeting, shall constitute a quorum for the transaction of any business. If any shareholder leaves after the commencement of a meeting, this shall have no effect on the existence of a quorum, after a quorum has been established at such meeting. Despite the absence of a quorum at any annual or special meeting of shareholders, the shareholders, by a majority of the votes cast by the holders of shares entitled to vote thereon, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called as if a quorum had been present.

Section 8 - Voting: Except as otherwise provided by Statute or by the Articles of Incorporation, any corporate action, other than the election of directors, to be taken by vote of the shareholders, shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon. Prearrangement between the shareholders, at each meeting of the shareholders, each holder of record of stock of the Corporation entitled to vote thereat, shall be entitled to:

1. Vote per entitled shares.
2. Issue of Common stock was One-thousand-five-hundred (1500) shares.
3. That voting stock shall consist of Nine-hundred-ninety (990) shares of Common stock.
4. Mark D. Craft, voting stock shall consist of Eight -hundred-sixty-five shares (865) or 58% of totaling voting rights.
5. Joseph R. Sousa, voting stock shall consist of Six-hundred-thirty-five shares (635) or 42% of totaling voting rights.

Section 0 - Voting: (con't)

Except as otherwise provided by Statute or by the Articles of Incorporation, at each meeting of shareholders, each holder of record of stock of the Corporation entitled to vote thereat, shall be entitled to one vote for each share of stock registered in his name on the stock transfer books of the corporation.

Each shareholder entitled to vote may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder himself/herself. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the person executing it shall have specified therein, the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with records of the corporation.

Any resolution in writing, signed by all shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effects as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

ARTICLE III- BOARD OF DIRECTORS

Section 1 - Number, Election and Term Office: The number of directors of the Corporation shall be (3). This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than one director. The members of the Board, who need not be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders entitled to vote in the election. Each director shall hold office until the annual meeting of the shareholders next succeeding his election, and until his successor is elected, and until his successor is elected and qualified, or until his prior death, resignation or removal.

Section 2 - Vacancies: Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board called for that purpose. Any such director so elected may be replaced by the shareholders at a regular or special meeting of shareholders.

Section 3 - Duties and Powers: The Board shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as limited by statute.

Section 4 - Annual Meeting: An annual meeting of the Board shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders. The Board from time to time, may provide by resolution for the holding of other meeting of the Board, and may fix the time and place thereof.

Section 5 - Special Meeting: Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 6 - Notice and Waiver: Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by telegram to each Director at his/her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any director may waive notice of any meeting, either before or at, or after such meeting, by signing a waiver of notice. The attendance of director at a meeting shall constitute a waiver of notice of such meeting, and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7 - Chairman: The Board may, at its discretion elect a Chairman. At all meetings of the Board, the Chairman of the Board if any and if present, shall preside. If there is no Chairman, or he is absent, then the President shall preside, and in his absence, a Chairman chosen by the Directors shall preside.

Section 8 - Quorum and Adjournments: At all meeting of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 9 - Board Action: At all meetings of the Board, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to go in writing by all members before or after the action is taken and if a record of such action is filled in the minute book.

Section 10 - Telephone Meeting: Directors may participate in meetings of the Board through the use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence.

Section 11 - Resignation and Removal: Any Director may resign at any time by giving written notice to another Board member, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall be take effect upon receipt thereof by the Board or by such officer, and the acceptance resignation shall not be necessary to make it effective. Any director may be removed with or without cause at any time by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares of the Corporation at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the Board.

Section 12 - Compensation: No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - OFFICERS

Section 1 - Number, Qualification, Election and Term: The officers of the Corporation shall consist of a President, Mark David Craft of 3429 Saddlebrook Drive, Melbourne, Florida 32934, and a Vice President, Joseph R. Sousa of 87 Achor Drive, Indian Harbor Beach, Florida, 32937, a Secretary, a Treasurer, and such other officers, will follow as the Board members at a later time. Any officer may be, but is not required to be, a director of the corporation. Any two or more offices may be held by the same person. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 - Resignation and Removal: Any officer may resign at any time by giving written notice to the President or the Secretary of the Corporation or a member of the Board. Unless otherwise specified in such written notice, such resignation shall be take effect upon receipt thereof by the Board or by such officer, and the acceptance resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 3 - Vacancies: A vacancy in any office may at any time be filled for the unexpired portion of the term by a majority vote of the Board.

Section 4- Duties of Officers: Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as general pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 5 - Compensation: The officers of the Corporation shall be entitled to such compensation as the Board shall from time to time determine.

Section 6 - Delegation of Duties: In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Section 7 - Shares of Other Corporations: Whenever the Corporation is the Holder of Shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

ARTICLE V - COMMITTEES

The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meeting of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors when required.

ARTICLE VI - BOOKS, RECORDS AND REPORTS

Section 1 - Annual Report: The Corporation shall send an annual report to the Members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, and in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2 - Permanent Records: The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings and memberships records of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be written form or in a form capable of being converted into written form.

Section 1 - Inspection of Corporate Records: Any person who is a Voting member of the Corporation shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Upon the written request of any Voting Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement.

ARTICLE VII - SHARES OF STOCK

Section 1 - Certificates: Each shareholder of the corporation shall be entitled to have a certificate representing all shares which he or she owns. The form of such certificate shall be adopted by a majority vote of the Board of Directors and shall be signed by the President and Secretary of the Corporation and sealed with the seal of the corporation. No certificate representing shares shall be issued until the full amount of consideration therefore has been paid.

Section 2 - Stock Ledger: The corporation shall maintain a ledger of the stock records of the Corporation. Transfers of shares of the Corporation shall be made on the stock ledger of the Corporation only at the direction of the holder of record upon surrender of the outstanding certificate(s). The Corporation shall be entitled to, treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 3 - Sale of Stock: That each voting shareholder, acting separately or together, has the right of first option to purchase, said shares for sale or issue. Whereupon sale of shares without first option preference will be null and void, and the liability of such action will be placed with the shareholder engaged in such business transaction.

ARTICLE VIII - DIVIDENDS

Upon approval by the Board of Directors the corporation may pay dividends on its shares in the form of cash, property or additional shares at any time that the corporation is solvent and if such dividends would not render the corporation insolvent.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

ARTICLE X - CORPORATE SEAL

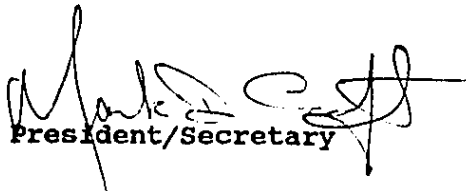
The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

ARTICLE XI - AMENDMENTS

The articles of Incorporation may be amended by the Shareholders as provided by Florida statutes. These Bylaws may be altered, amended, or replaced by the Board of Directors; provided, however, that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the Shareholders. Bylaws adopted by the Members may not be amended or repealed by the Board.

ARTICLE XII - INDEMNIFICATION

Any officer, director or employee of the Corporation shall be indemnified to the full extent allowed by the laws of the State of Florida. The undersigned incorporator has executed these Articles of Incorporation this 14th day of March 1996.


President/Secretary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ~~the~~ The Club Doctor Inc.

2. The name and address of the registered agent and office is:

MARK D. CRAFT
(NAME)
1712 AURORA ROAD
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
MELBOURNE FL 32935
(CITY/STATE/ZIP)

FILED
MAR 19 1996
TALLAHASSEE
FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.

Mark D. Craft
(SIGNATURE)

Mar 19 1996
(DATE)