

P96000040194

TANYA FORSMAN

Requestor's Name

14501 MONTFORT DRIVE #1315

Address

DALLAS, TEXAS 75240

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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-05/07/96--01064--001
****245.00 ****122.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
STATE
SECRETARY OF STATE
CORPORATIONS
DIVISION
9-11-98
5:11 PM

9/5/10/96

**ARTICLES OF INCORPORATION
OF**

FILED
OFFICE OF THE STATE
DIVISION OF CORPORATIONS
95 MAY -6 AM 11:48

PHYSICAL, OCCUPATIONAL, & SPEECH THERAPY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be PHYSICAL, OCCUPATIONAL, & SPEECH THERAPY, INC..

ARTICLE II

The principal place of business and mailing address of the corporation shall be 3839 County Road, 218 East, Middleburg, Florida 32068, and Post Office Box 1407, Middleburg, Florida 32050, respectively.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

The name and address of the corporation's initial registered agent and office are: MARK L. TAYLOR, 3839 County Road, 218 East, Middleburg, Florida 32068.

ARTICLE V

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARK L. TAYLOR	3839 County Road-218 East Middleburg, Florida 32068

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation shall be one (1). The name and address of the person who is to serve as the sole Director of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARK L. TAYLOR	3839 County Road-218 East Middleburg, Florida 32068 Post Office Box 1407 Middleburg, Florida 32050

ARTICLE IX

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication or liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a

preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and in receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the

stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions under these articles, or under law.

ARTICLE XI

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such

director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

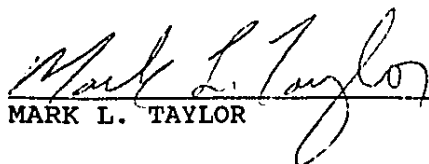
(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE XII

The corporate existence of the corporation shall begin on the date these Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned incorporator, MARK L. TAYLOR, being a natural person, competent to contract, has executed these Articles of Incorporation this 28 day of April, 1996.


MARK L. TAYLOR

STATE OF FLORIDA
COUNTY OF CLAY

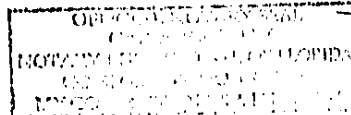
BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared MARK L. TAYLOR, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 28 day of April,
1996.

My Commission Expires:

Carol P. Mosley
Notary Public, State of Florida
Printed, typed, or stamped name:

Carol P. Mosley



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -6 AM 11:40

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:

PHYSICAL, OCCUPATIONAL, & SPEECH THERAPY, INC.

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

MARK L. TAYLOR
3839 County Road-218 East
Middleburg, Florida 32068

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 L. TAYLOR

4-28-96
Date

P96000040194

CT CORPORATION SYSTEM

815 Superior Avenue, NE
Cleveland, OH 44114
Tel 216 621 4220
Fax 216 621 4059

April 28, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002171080--1
-05/08/97--01053--007
*****35.00 *****35.00

Re: Physical, Occupational, & Speech Therapy, Inc.
Order #: 854992

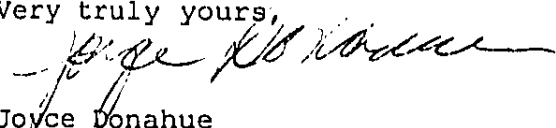
Ladies/Gentlemen:

We enclose for filing Statement of Change of Registered Office/Agent on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-221-0556.

Very truly yours,


Joyce Donahue
Sr. Customer Specialist

jd
Enclosure(s)

Special Instructions: Self addressed return envelope enclosed for your convenience.

FILED
97 MAY 23 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A./Reg. Off.
Change



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

JOYCE DONAHUE
CT CORPORATION SYSTEM
815 SUPERIOR AVENUE, NE
CLEVELAND, OH 44114

SUBJECT: PHYSICAL, OCCUPATIONAL, & SPEECH THERAPY, INC.
Ref. Number: P96000U40194

We have received your document for PHYSICAL, OCCUPATIONAL, & SPEECH THERAPY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 897A00026166

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Physical, Occupational, & Speech Therapy, Inc.

1b. Date of Incorporation 5/6/96 Document number P96000040194

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

Mark L. Taylor

3839 County Road 218 East, Middleburg, Florida 32068

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

R. Jeffrey Bixler
SIGNATURE

R. Jeffrey Bixler, Vice President

Typed or printed name and title

4/23/97

DATE

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Joyce A. Donahue
SIGNATURE BY: Joyce A. Donahue
Asst. Secretary (Registered Agent)
DATE 4-28-97

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

CR2E045 (7-91)

FILING FEE: \$35.00

(FLA. - 2194 - 3/4/92)

One Seagate
Toledo, Ohio 43604-2616
(419) 252-5500

HCR

P96000040194

July 17, 1997

Annual Reports Filings
Division of Corporations
Post Office Box 0327
Tallahassee, FL 32314

Subject: Mailing Address Change for the Following two Corporations:

MCR Rehabilitation, Inc. FEI #59-3357644

Physical, Occupational, & Speech Therapy, Inc. FEI #59-3377552

Dear Sir/Madam:

On March 1, 1997, MCR Rehabilitation, Inc. and Physical, Occupational, & Speech Therapy, Inc. was purchased by our Corporation please change the mailing address as follows:

Old Address: 3839 County Road, 218 East
Middleburg, FL 32050

New Address: One Seagate Attn: Tax-21
Toledo, OH 43604

FILED
97 JUL 28 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please update your records accordingly. Thank you for your prompt attention to this matter.

Sincerely,

Michele Mauter

Michele Mauter
Tax Department