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FLORIDA DIVISION OF CORPORATIONS

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CORPORATE SERVICE

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STATE OF FLORIDA  
409 EAST GAINES STREET NEW YORK NY 10013-  
TALLAHASSEE, FL 32399 CONTACT: CATHY LEACH  
FAX: (904) 922-4000 PHONE: (212) 431-5000  
FAX: (212) 431-1441

((H96000009019)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
OR P.A.

NAME: PENN HILLS FINANCIAL CORPORATION  
FAX AUDIT NUMBER: H96000009019 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/27/1996 TIME REQUESTED: 15:12:40  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER:  
075350000353

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96 JUN 28 AM 11:09  
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

1196000009019

**ARTICLES OF INCORPORATION**  
**OF**  
**PENN HILLS FINANCIAL CORPORATION**

FILED  
96 JUN 28 11:11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**THE UNDERSIGNED** sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **PENN HILLS FINANCIAL CORPORATION**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **4 OFFICE PARK DRIVE, SUITE 260-C, PALM COAST, FL 32137** and the name of its initial registered agent at such address is **JOSEPH K. LEBEGERN, CPA**.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

**NANCY E. LLOYD, 23 FAIRVIEW LANE, PALM COAST, FL 32137**
7. The name and address of the sole incorporator is: **CATHARINE LEACH, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013.**

**IN WITNESS WHEREOF**, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 06/27/96

  
**CATHARINE LEACH**  
*Sole Incorporator*

**ACCEPTANCE OF APPOINTMENT**

**AS**

**REGISTERED AGENT**

I, the undersigned, do hereby accept appointment as Registered Agent of PENN HILLS  
FINANCIAL CORPORATION, the within named corporation.

Dated:

*June 27, 1996*

*Joseph K. Lebegean*  
JOSEPH K. LEBEGEAN, CPA

FILED  
96 JUN 28 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GOLDEN CHIROPRACTIC CENTER, P.A.**

FILED  
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DIVISION OF CORPORATIONS  
96 JUN 27 PM 3:09

The undersigned natural person, competent and licensed to practice chiropractic medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**Article I**

***Name of Corporation, Principal Office and Mailing Address***

The name of this corporation shall be GOLDEN CHIROPRACTIC CENTER, P.A. The principal office of this corporation shall be 97 9th Street North, Naples, Florida 33940. The mailing address of this corporation shall be 97 9th Street North, Naples, Florida 33940.

**Article II**

***Purposes***

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of chiropractic medicine, and all its fields of specializations, as are engaged in by Herb Golden.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

## **ARTICLES OF INCORPORATION-GOLDEN CHIROPRACTIC CENTER**

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **Article III**

#### ***Capital Stock***

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at ten cents (\$.10) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### **Article IV**

#### ***Duration***

The corporation shall have perpetual existence.

*ARTICLES OF INCORPORATION-GOLDEN CHIROPRACTIC CENTER*

**Article V**

***Registered Agent***

The address of this corporation's initial registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida, 33940, and the name of its initial registered agent at said address is Gary K. Wilson.

**Article VI**

***Incorporator***

The name and address of the Incorporator is as follows: Herb Golden, 97 9th Street North, Naples, Florida 33940.

**Article VII**

***Board of Directors***

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is Herb Golden, 97 9th Street North, Naples, Florida 33940.

**Article VIII**

***Informal Shareholder Action***

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

*ARTICLES OF INCORPORATION-GOLDEN CHIROPRACTIC CENTER*

**Article IX**

***Severance and Termination of Employment***

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall be entitled to dividends.

**Article X**

***Informal Director Action***

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**Article XI**

***Indemnification***

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

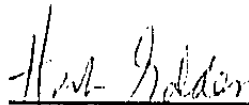
*ARTICLES OF INCORPORATION-GOLDEN CHIROPRACTIC CENTER*

**Article XII**

***Bylaw Amendment***

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 26<sup>th</sup> day June, 1996.



Herb Golden  
Incorporator



Gary K. Wilson  
Registered Agent

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared HERB GOLDEN who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

**ARTICLES OF INCORPORATION-GOLDEN CHIROPRACTIC CENTER**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that GOLDEN CHIROPRACTIC CENTER, P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail N. #400, Naples, Florida 33940, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.



Herb Golden

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
GARY K. WILSON, Resident Agent

ARTICLES OF INCORPORATION-GOLDEN CHIROPRACTIC CENTER

I/WITNESS WHEREOF, I have hereunto set my hand and seal at  
\_\_\_\_\_ in the said County and State, this 26<sup>th</sup> day of June, 1996.

(NOTARY SEAL)



GARY K. WILSON  
MY COMMISSION # CC470112 EXPIRES  
June 8, 1999  
BONDED THROUGH TROY FAIR INSURANCE, INC.

My Commission Expires:

Handwritten signature of Gary K. Wilson in cursive script.

Signature of Notary Public

GARY K. WILSON

Name of Notary Public Typed

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