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August 30, 1996

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

100001938001
-09/04/96--01066--015
****131.25 ****131.25

Re: Incorporation of Active Medical of South Florida, Inc.

Secretary:

Enclosed is an original and one (1) copy of incorporation and a check for \$131.25 meant to cover the filing fee, certified copy and certificate. Your prompt attention to this matter is appreciated.



Timothy A. Bullock
Incorporator & President
2400 N.W. 40th Circle
Boca Raton, Florida 33431

(561) 883-9202

SEP 6 1996 BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl:

**ARTICLES OF ORGANIZATION OF
Active Medical of South Florida, Inc.**

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RECEIVED
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the Corporation shall be Active Medical of South Florida, Inc. (referred to herein as the "Corporation").

ARTICLE II
Purpose

The nature of the business and the objects and purposes to be transacted, promoted or carried on for which the Corporation is formed shall include all legal, moral and ethical activities designed to promote the mutual profit and benefit of its Shareholders.

ARTICLE III
Mailing Address

The mailing address of the Corporation is 21218 St. Andrews Boulevard, Suite 414, Boca Raton, Florida 33433.

ARTICLE IV
Duration

The Corporation shall exist in perpetuity from, and after, the date the Florida Secretary of State recognizes the Corporation, unless otherwise dissolved according to law.

ARTICLE V
Authorized Shares

Section 1: *Number.* The Corporation shall have the authority to issue ten thousand (10,000) shares of a single class of common stock with a par value of \$0.01 per share.

Section 2: *Dividends.* Dividends in cash, property or shares of the Corporation may be paid upon the stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law.

Section 3: *Assessment.* The capital stock of the Corporation shall not be subject to assessment, but shall be issued as fully paid and non-assessable.

ARTICLE VI
Preemptive Rights

Except with respect to one or more classes of stock which may be hereafter authorized by amendment of these Articles of Incorporation which have no preemptive rights or with respect to which no preemptive rights apply, the holders of the capital stock of this Corporation shall have the preemptive right to acquire additional unissued shares of the capital stock of the Corporation, or securities convertible into shares of capital stock or carrying capital purchase warrants or privileges. Acquisition of these shares will be by purchase at such respective equitable prices terms and conditions, including adjustments of such cash for fractional shares as to avoid the issuance of fractional shares, as shall be fixed by the Board of Directors, except that such preemptive rights shall not apply to:

a) initial shares subscribed and paid for within thirty (30) days following the issuance of the Certificate of Incorporation for this Corporation by the Florida Secretary of State;

b) stock sold or optioned to employees;

c) stock which is sold through a public offering, or which is underwritten;

d) stock issued in a corporate reorganization, merger, consolidation or acquisition, and;

e) stock and securities of any other class which are not convertible into capital stock and do not carry capital stock purchase warrants or privileges. Such preemptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time, not including treasury shares. The foregoing preemptive rights shall not be exercisable with respect to any bond, debenture or promissory note or other instrument of indebtedness unless the same is convertible into shares of the Corporation of a class having preemptive rights under the foregoing.

ARTICLE VII
Regulation of Internal Corporate Affairs

The following provisions are inserted for the management of the business and for the regulation of the internal affairs of the Corporation. They are in furtherance, and not in limitation or exclusion, of the powers conferred by law.

Section 1: *Bylaws.* The Board of Directors shall have the power to adopt, alter, amend or repeal, from time to time, such Bylaws as it deems proper for the management of the affairs of the Corporation, according to these Articles and the laws in such cases made and provided.

Section 2 *Executive Committee*. The Bylaws may provide for the designation by the Board of Directors of an Executive Committee and one or more other committees, the personnel and the authority of which and the other provisions relating to which shall be as may be set forth in the Bylaws.

Section 3: *Place of Meetings*. Both Shareholders' and Directors' meetings may be held either within or without the State of Florida, as may be provided in the Bylaws.

Section 4: *Compensation of Directors*. The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 5: *Conflicts of Interest*. No contract or other transaction of the Corporation with any other person, firm or company, in which this Corporation is interested, shall be affected or invalidated solely by:

- a) the fact that one or more of the Directors or Officers of this Corporation is interested in, or is the director or officer of another corporation, or;
- b) the fact that any Director or Officer, individually or jointly with others, may be a party to, or may be interested in, any such contract or transaction.

Section 6: *Registered Owner of Stock*. The Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, on the part of any other person, including, but not limited to, a purchaser, assignee, transferee, or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee transferee or other person. The purchaser, assignee, transferee of any of the shares of the Corporation shall not be entitled to:

- a) receive notice of the meetings of the Shareholders;
- b) vote at such meetings;
- c) examine a list of shareholders;
- d) be paid dividends or other sums payable to shareholders, or;
- e) own or exercise any other property or rights deriving from such shares against the Corporation, until such purchaser, assignee or transferee has become the registered holder of such shares, and is otherwise entitled to such pursuant to the Florida Corporation Code.

Section 7 *Conduct of Business.* The Corporation may conduct its business, in whole or in part, in Florida or in every other state, district, territory or place, foreign or domestic. The Corporation may qualify to do business in any of such locations and appoint an agent for service of process therein. The Corporation may hold, purchase, mortgage lease and convey real and personal property in any of the foregoing locations. Part or all of the business may be carried on beyond the limits of the State of Florida, and the Corporation may have one or more offices out of the State of Florida. The Corporation may conduct its business in whole or part telephonically, by conference call and facsimile, as if its Directors met in person.

Section 8: *Amendment of the Articles of Incorporation.* The Corporation reserves the right, from time to time, to amend, alter or repeal, or add any provisions to its Articles of Incorporation in the manner prescribed by the laws of the state of Florida.

Section 9: *Restrictions on Stock.* The Directors shall have the right from time to time, to impose restrictions or to enter into agreements on behalf of the Corporation imposing restrictions on the transfer of all or a portion of the Corporations shares, provided that no restrictions shall be imposed on the transfer of shares outstanding at the time the restrictions are adopted unless the holder of such shares consents to the restrictions.

Section 10: *Transfer of Interest.* If, for any reason, a Shareholder desires to transfer his or her interest, the Corporation shall be given the first right of refusal to purchase the transferring Shareholders interest. Existing Shareholders shall be given the second right of refusal to purchase the existing Shareholders interest. Purchase of a Shareholders' interests shall be by vote of the remaining Shareholders.

Section 11: *Valuation.* In all matters respecting the transfer of the ownership interest of any Shareholder, a Shareholder shall have the right to request independent, expert evaluation of the value of his or her interest, subject to advance Corporation approval of the appraising authority. Expense of appraisal shall be equally split between the Corporation and the selling Shareholder, their heirs, assigns, representatives or estate.

Section 12: *Voting.* All Shareholders shall have a vote in proportion to their capital contribution. All voting shall be by simple majority, except where otherwise stated in these Articles.

ARTICLE VIII
Registered Agent

The name of the Corporation's initial registered agent shall be Timothy A. Bullock with a street and mailing address at 2400 N.W. 40th Circle, Boca Raton, Florida 33431. Books of accounts, records, documents and other papers may be kept at the registered office of the Corporation or at such other place as may be determined by or under the direction of the Board of Directors.

ARTICLE IX
Board of Directors

Section 1: *Data Respecting Directors.* The initial Board of Directors shall consist of seven (7) members, and the following shall be directors until the first annual meeting of Shareholders or until their successors are elected and qualify:

Ken Dalton
26 Tamarac Drive
Littleton, Colorado 80127

Michael Kolovos
1400 Grove Street
Denver, Colorado 80204

Grant Bacon
1400 Grove Street
Denver, Colorado 80204

Jerry Carlson
1400 Grove Street
Denver, Colorado 80204

Bob Dallas
1400 Grove Street
Denver, Colorado 80204

Andrew Medvec
4722 South Xenia Street
Denver, Colorado 80237

Timothy A. Bullock
2400 N.W. 40th Circle
Boca Raton, Florida 33433

Section 2 *Number of Directors* Except as to the number constituting the initial Board of Directors, the number of Directors may be increased or decreased from time to time, according to appropriate provisions in the Bylaws. There shall be at least three (3) members on the Board of Directors. Vacancies on the Board of Directors may be filled by majority vote of the then sitting Directors. Even though such number may be less than a quorum.

Section 3: *Limitation on Directors Liability* The Corporation shall indemnify any Director or Officer, acting in good faith, on behalf of the Corporation. No Director shall be personally liable to the Corporation or to its Shareholders for monetary damages for breach of fiduciary duties as a Director; except that this section shall not eliminate the liability of a Director to the Corporation or to its shareholders for monetary damages for:

- a) any breach of the Directors duty of loyalty to the Corporation or to its shareholders;
- b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- c) those provisions respecting directors conduct contained in the Florida Corporation Code;
- d) any transaction from which a Director derives an improper personal benefit.

Section 4: *Disputes* Disputes between Shareholder-Directors, if not resolved internally, shall be submitted to a single arbitrator at the closest office of the American Association of Arbitrators and in conformance with AAA rules. Either party may initiate arbitration. Cost of arbitration will be equally divided between the parties or, at Board discretion, paid for by the Corporation.

ARTICLE XII *Cumulative Voting*

Cumulative voting of shares of stock in the Corporation shall be allowed or authorized in the election of the Board of Directors of the Corporation.

ARTICLE XIII *Governing Law*

This Agreement and all questions arising hereunder shall be governed by the laws of the State of Florida.

ARTICLE XI

Data Respecting the Incorporator

The Name and address of the incorporator of this Corporation is as follows:

Timothy A. Bullock
2400 N.W. 40th Circle
Boca Raton, Florida 33431

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

FILED

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Pursuant to the provisions of section 608.415 or 608.507, Fla. Stat., the undersigned corporation submits the following statement in designating the registered office and registered agent, in the State of Florida

1. The name of the corporation is Active Medical of South Florida, Inc.
2. The name and address of the registered agent is:

Timothy A. Bullock
2400 N.W. 40th Circle
Boca Raton, Florida 33431

Having been named as registered agent to accept service of process for the above stated limited liability company 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 the complete performance of my duties, and I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 30 day of August, 1996.



Timothy A. Bullock
Incorporator