

P96 0000 78269



North Hutchinson
Development Inc.

4401 North A-1-A • North Hutchinson Island • Fort Pierce, Florida 34949 • Tel (888) 481-4840 • Fax (888) 485-4898

FILED
96 SEP 20 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 1996

Eddy harlie
Landers & Parsons
310 West College Avenue
Tallahassee, FL 32302

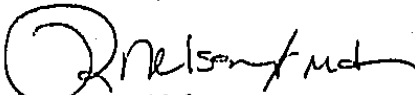
8000001952378
-09/20/96--01017-018
****122.50 ****122.50

Dear Eddy:

Please file the enclosed corporations.

Thank you for your assistance.

Sincerely,


Robert Nelson

RN/rmd

Enclosures

RECEIVED
96 SEP 20 AM 10:59
DIVISION OF CORPORATION

Pickup
11:00

7C SEP 20 1996

**ARTICLES OF INCORPORATION
OF
Sunstate Rehab Center, Inc.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 20 PM 11:05

FILED

ARTICLE I - NAME

The name of the Corporation is: Sunstate Rehab Center, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4521 N. Habana Avenue, Tampa, Florida 33614

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of Fifty Cent (\$.50) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 4521 N. Habana Avenue, Tampa, Florida 33614. The name of the initial registered agent of this corporation at that address is: René A. Diaz.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one (1). The name and address of the initial director of this corporation is:

**René A. Diaz, President
4521 N. Habana Avenue
Tampa, Florida 33614**

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(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 attorney's 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 interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's 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 insure 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 other or further 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.

ARTICLE IX - INCORPORATION

The name and address of the person signing these Articles is:

René A. Diaz, 4521 N. Habana Avenue, Tampa, Florida 33614

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XII - PREEMPTIVE RIGHTS AUTHORIZED

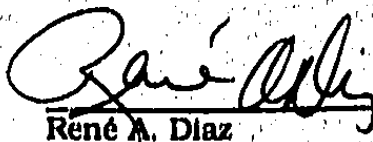
Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unused shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 19 day of September, 1976.

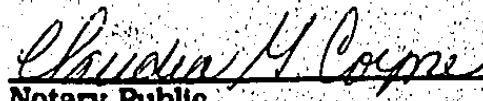
Sunstate Rehab Center, Inc.


René A. Diaz

STATE OF FLORIDA
COUNTY OF ST. LUCIE

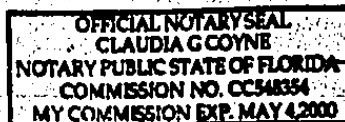
BEFORE ME, the undersigned authority, this day personally appeared René A. Diaz, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19 day of September, 1976.



Notary Public
State of Florida at Large

My Commission Expires: May 4, 2000



FILED

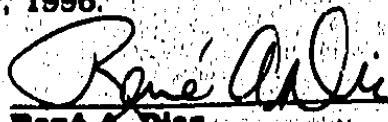
96 SEP 20 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance

Having been named as Registered Agent and to accept service of process for **Sunstate Rehab Center, Inc.**, 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

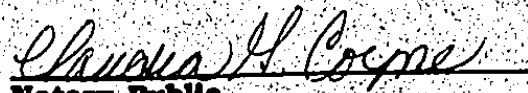
Dated this 19 day of September, 1996.

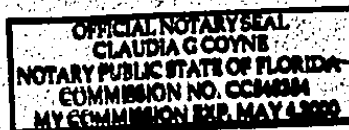

René A. Diaz
Registered Agent

County of St. Lucie
State of Florida

Before me, the undersigned authority, this day personally appeared René A. Diaz, known to me and known by me to be the person described in and who executed the foregoing Acceptance and he acknowledged to and before me that he executed this Acceptance for the purpose expressed therein.

In Witness Whereof, I have hereunto set my hand and affixed my seal this 19 day of September, 1996.


Notary Public
State of Florida at Large
My Commission expires: May 4, 2000



P96000078269

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

300002231153--7

-07/07/97--01030--002

****105.00 *****35.00

OFFICE USE ONLY

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

1. SUNSTATE REHAB CENTER, INC. P96000078269
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk-In ☐ Pick up time _____ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Statute

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUL -7 PM 2:39
SECRETARY OF STATE
TALAHASSEE FLORIDA

RECEIVED
97 JUL -7 PM 1:28
DIVISION OF CORPORATION

12
Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SUNSTATE REHAB CENTER, INC.

FILED

97 JUL -7 PM 2:39

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President: Rene A. Diaz

whose addresses shall be the same as the principal address of the Corporation.

SECOND: Article 5 shall be amended to state:

President: Rene A. Diaz
Vice-President: Luis A. Davila
Secretary: Rene A. Diaz
Treasurer: Luis A. Davila

whose addresses shall be the same as the principal address of the Corporation.



THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Rene A. Diaz

FOURTH: Article 6 shall be changed to state Director(s) as:

Luis A. Davila

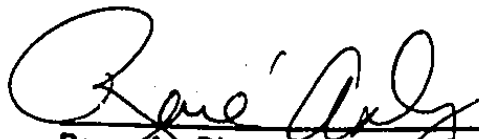
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 24 June 1997.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 24 June 1997.



Rene A. Diaz, Chairman of the Board of Directors

ARTAMEND.PRES



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479
<http://www.amerilawyer.com>



1201 HAYN STREET
JACKSONVILLE, FL 32202
904 222-0177
904 222-0177 FAX

0900000783609

ACCOUNT NO. : 072100000032

REFERENCE : 092983 154297A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 20, 1996

ORDER TIME : 9:48 AM

ORDER NO. : 092983

CUSTOMER NO: 154297A

CUSTOMER: P. C. Ford, Esq
DOYLE & FORD, P.A.

Suite 320
6 East Bay Street
Jacksonville, FL 32202

700001952917
-09/20/96--01049--012
*****122.50 *****122.50

DOMESTIC FILING

NAME: P. CAMPBELL FORD &
ASSOCIATES, P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

AUTHORIZATION BY PHONE TO

CORRECT P.A. Purpose

DATE 10/2/96

DOC. EXAM. cf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 2:09

RECEIVED
96 SEP 20 AM 11:50
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 20 PM 2:09

P. CAMPBELL FORD & ASSOCIATES, P.A.

The undersigned does hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida, and does hereby certify that the following Articles of Incorporation have been adopted:

ARTICLE I

The name of the corporation is P. Campbell Ford & Associates, P.A.

ARTICLE II

This corporation shall have perpetual existence and its existence shall commence on the date which these articles are filed.

ARTICLE III

This corporation is organized to engage in any and all lawful purposes activity or business which corporations may be permitted under the laws of the United States and of the State of Florida, including but not in any way limiting this power, to buy, hold, own, work, develop, improve, divide, sub-divide, manufacture, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in and dispose of, on its own account or on commission, property of all kinds, real, personal and mixed, including stocks, bond, and securities issued or created by any other corporations in any state or county, and whether now or hereafter organized, and including rights, easements and

incorporeal hereditaments, appurtenant thereto, and including patents, patent rights, and processes, water rights, permits, privileges, franchises, licenses, sewage systems, water power and water works, plants for the generation, distribution and supply of electricity, gas, steam and other agencies for light and heat and other purposes to which the same might be adapted; to build, construct, maintain and operate any of the properties above mentioned and supply conveniences therefrom; and while the owner of any property, to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it; to be a promoter, incorporator, partner member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; to underwrite the sale of stock, bonds and securities issued by other corporations; to borrow money and secure the same and monies otherwise owing by mortgages, debentures, bonds, deeds, notes or other obligations therefore; to lend money, to employ its surplus and earned surplus in the purchase of or acquisition of its shares or obligations, from time to time as its Directors may determine, and to hold the same in its Treasury to be thereafter sold, issued, or disposed of when and in such manner as the Board of Directors of the corporation may deem expedient; to enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, parish, state, territory or government; to draw, make, accept, endorse, discount,

execute and issue promissory notes, drafts bills of exchange, warrants, debentures and other negotiable or transferrable instruments; to carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere without restriction as to any of the powers herein set forth, to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, or otherwise, alone or in company with others, to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the businesses or acts above named, and to have all the general powers as set out in Florida Statutes, Section 607.0302. The intention is that none of the objects and powers hereinabove specified and clauses contained in this Article, except where otherwise specified in this Article, in no way shall be limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article herein, but that the objects are regarded as independent objects and powers. Specific purpose: Attorney at Law

ARTICLE IV

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 5,000 shares, having a par value of One Dollar (\$1.00) per share. All common stock shall be fully paid and nonassessable.

ARTICLE V

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares), at the price at which is offered to others.

ARTICLE VI

(a) The street address of the initial registered office of this corporation is 6 East Bay Street, Suite 550, Jacksonville, Florida 32202 and the name of this initial resident agent of this corporation at that address is P. Campbell Ford.

(b) The principal office address and mailing address of this corporation is 6 East Bay Street, Suite 550, Jacksonville, Florida 32202.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by majority vote of the shareholders, but shall never be less than one (1). The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, by the By-laws of this corporation and the laws of the State of Florida, shall hold office until the first meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death, is

as follows:

NAME	ADDRESS
P. Campbell Ford	6 East Bay Street, Suite 550 Jacksonville, Florida 32202

ARTICLE VIII

The name and street address of the incorporator and a statement of the number of shares of stock which he agrees to subscribe, along with the value which he agrees to pay thereof is as follows:

NAME	ADDRESS	NO.	VALUE
P. Campbell Ford	6 East Bay Street Suite 550 Jacksonville, FL 32202	5,000	\$5,000.00

The proceeds of the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE IX

The Officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

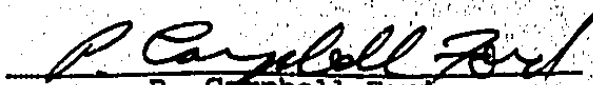
ARTICLE X

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 19th day of September, 1996, Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes and files, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.


P. Campbell Ford

STATE OF FLORIDA


COUNTY OF DUVAL

BEFORE ME, personally appeared P. Campbell Ford, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 19th day of September, 1996.



SANDRA J. FREESE
Notary Public, State of Florida
My Comm. expires July 30, 1999
Comm. No. CC 484801


Notary Public, State of Florida

My Commission Expires: July 30, 1999

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

Pursuant to Chapter 48.091, Florida Statutes, JAXAG, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named P. Campbell Ford, located at 6 East Bay Street, Suite 550, Jacksonville, Florida 32202, as its resident agent to accept service of process within this state.

ACKNOWLEDGEMENT

The undersigned having been named to accept service of process for the above stated corporation, at the 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 my office open.


P. Campbell Ford

FILED STATE
SECRETARY OF CORPORATIONS
96 SEP 20 PM 2:09