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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

000002102580--E
-03/03/97--01073--026
*****70.00 *****70.00

CORPORATION(S) NAME

Intercoastal Rehabilitation, Inc

Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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CR2E031 (1-89)

ARTICLES OF INCORPORATION
OF
INTERCOASTAL REHABILITATION, INC.

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FIRST: The corporate name that satisfies the requirements of Section 04.0401 is: Intercoastal Rehabilitation, Inc.

SECOND: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Florida law.

THIRD: The street address of the initial principal office and the mailing address of the corporation is: 9143 Phillips Highway, Suite 495, Jacksonville, Florida 32256.

FOURTH: The number of shares the corporation is authorized to issue is: 1,000 shares of common stock, par value \$0.01 per share.

FIFTH: No shareholder of the corporation will, solely by reason of his holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such shareholder. The Board of Directors may authorize the issuance of, and the corporation may issue, shares of any class of the corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase any such shares, without offering any shares of any class to the existing holders of any class of stock of the corporation.

SIXTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Scott Haire
2225 E. Randol Mill Rd.
Suite 305
Arlington, Texas 76011

EIGHTH: Shareholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.

NINTH: To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a director of the corporation will not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director. Any repeal or modification of this Article Ninth will not increase the personal liability of any director of the corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification. The provisions of this Article Ninth shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director that has not been eliminated by the provisions of this Article Ninth.

TENTH: (a) The corporation will, to the fullest extent permitted by the laws of the State of Florida as the same may exist or may hereafter be amended, indemnify any and all persons who it has power to indemnify under such laws from and against any and all of the expenses, liabilities or other matters referred to in or covered by such laws. Such indemnification may be provided pursuant to any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his director or officer capacity and as to action in another capacity while holding such office, will continue as to a person who has ceased to be a director, officer, employee or agent, and inure to the benefit of the heirs, executors and administrators of such a person.

(b) If a claim under paragraph (a) of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct that make it permissible under the laws of the State of Florida for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Florida nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, will be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

ELEVENTH: The name and address of the incorporator is:

Bradley L. Whitlock
901 Main Street
Suite 6000
Dallas, Texas 75202

The undersigned has executed these Articles of Incorporation this 28th day of February, 1997.

Brad Whitlock
Brad Whitlock, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED February 28, 1997

BY C. Morales

C. MORALES
(TYPE NAME OF OFFICER)

SPECIAL ASST. SECRETARY
(TITLE OF OFFICER)

(FLA - 1959)

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