

CONTACT

OFFICE USE ONLY

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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-06/16/97--01002--003

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OFFICE USE ONLY

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

1 Unlimited Prosthetic & Orthotic Services
(Corporation Name)

(Document #)

2 _____
(Corporation Name)

(Document #)

3 _____
(Corporation Name)

(Document #)

4 _____
(Corporation Name)

(Document #)

☒ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☒ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

AMENDMENTS	
<input 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

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

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

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

FILED
97 JUN 13 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
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ARTICLES OF INCORPORATION
OF
UNLIMBITED PROSTHETIC & ORTHOTIC SERVICES,

FILED
97 JUN 13 PM 4:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **UNLIMBITED PROSTHETIC & ORTHOTIC SERVICES, INC.**

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation by the Department of State.

ARTICLE III. GENERAL PURPOSE

This corporation is organized as a small business corporation for the purposes of transacting any and all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **one hundred shares** of common stock having a **par value \$1.00** per share. All stock when issued shall be fully paid for and shall be nonassessable, and designated as qualified under Section 1244 of the Internal Revenue Code.

**ARTICLE V. PREFERENCES, LIMITATIONS AND RELATIVE
RIGHT OF SHARE OF COMMON STOCK**

1. The directors may declare and pay dividends upon the common shares.

2. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the outstanding common shares, except those shares purchased by an agreement for purchase, which shall be subject to the terms of said agreement.

3. Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares.

4. The following language shall appear on the stock certificates:

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

ARTICLE VI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of common stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names.

Susan O'Connor	40 Shares
Peter Rozendal	39 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The following limitation shall be printed upon each certificate representing the issuance of such stock:

No stockholder may sell or pledge this stock to any other person, firm or corporation who is not a stockholder in this corporation unless he first notifies the corporation in writing, by registered mail, at its address listed with the Secretary of State for service of process at least six (6) months prior to such sale or pledge, such notice offering the same stock at the same terms to the corporation or to any holder of stock in the corporation, and no such sale or pledge shall be a valid transfer upon the books of the corporation if it occurs prior to the end of the six (6) months following the notice hereby required. Provided that if the corporation and each of its stockholders has refused to purchase such stock in a writing filed with the corporation, then such sale or pledge may be made at any time. This corporation shall have and reserve the right in issuing its capital stock reserves to repurchase any share or shares from any holder of such stock whether a person, estate, trust or corporation, firm or partnership upon the approval of a resolution authorizing and directing such a purchase by the Board of Director of this corporation, approved by a majority of the stockholders assembled in any regular or special meeting; the owner or the holder of the stock shall be paid the full value of the stock at the time of the purchase by the corporation, such purchase price to be paid from the surplus of the corporate assets over liabilities including capital. This prohibition shall not preclude a stockholder transferring all or any part of his holdings to a family member, or to a trustee of a trust, whether living or testamentary, revocable or irrevocable, or by will without complying with the provisions of this paragraph.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT and
PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the initial registered office and principal place of business of this corporation is:

**108 Balmoral Court
DeBary, Florida 32713**

The name and address of the initial registered agent of this corporation at that address is:

**Susan O'Connor
114 Floridana Road
DeBary, Florida 32713**

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. Directors need not be stockholders in this corporation. The names and street addresses of the members of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successor(s) are elected or appointed and have qualified are as follows:

Peter Rozendal
108 Balmoral Court
DeBary, FL 32713

Susan O'Connor
114 Floridana Road
DeBary, FL 32713

ARTICLE IX. OFFICERS

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names and titles of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

President:	Peter Rozendal
Secretary/Treasurer:	Susan O'Connor

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

NAME

ADDRESS

Peter Rozendal

**108 Balmoral Court
DeBary, FL 32713**

Susan O'Connor

**114 Floridana Road
DeBary, FL 32713**

ARTICLE XII. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII. SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called or as otherwise provided by law.

ARTICLE XIV. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

ARTICLE XV. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or management of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.

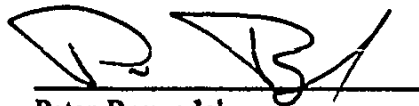
ARTICLE XVII. ACTION OF DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6 day of June, 1997.



Peter Rozendal
Subscriber



Susan O'Connor
Subscriber

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer duly authorized to take acknowledgements, **PETER ROZENDAL**, and **SUSAN O'CONNOR**, to me known to be the persons described in and who executed the foregoing, and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of June, 1997.


Notary Public, State of Florida
 MY COMMISSION # CC 536240
EXPIRES: March 7, 2000
Bonded Third Notary Public Underwriter

Printed/Typed Name of Notary _____

Commission No. _____

My Commission Expires: _____

Personally Known ☒ AND/OR Produced Identification _____

Type of Identification Produced _____

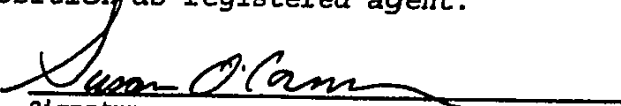
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 **UNLIMITED PROSTHETIC & ORTHOTIC SERVICES, Inc.**
2. The name and address of the registered agent and office is

Susan O'Connor
108 Balmoral Court
(Post Office Box NOT acceptable)
DeBary, Florida 32713

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.


Signature

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SECRETARY OF STATE
TALLAHASSEE FLORIDA