

P98000094296

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

EFFECTIVE DATE  
11/2/98

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-11/05/98--01041--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: METABOLIC COUNCIL FOR OBESITY, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one<sup>2</sup>(~~1~~) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: John Stone  
Name (Printed or typed)  
206 Wyoming Road  
Address  
Lehigh Acres, FL 33936  
City, State & Zip  
941-368-5487  
Daytime Telephone number

FILED  
98 NOV -5 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TA-11/6/98

EFFECTIVE DATE

11/2/98

ARTICLES OF INCORPORATION

OF

METABOLIC COUNCIL FOR OBESITY, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I

Name

The name of this corporation shall be:

Metabolic Council For Obesity, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

206 Wyoming Road  
Lehigh Acres, FL 33936

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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TALLAHASSEE, FLORIDA

## ARTICLE IV

### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a no par value. Each share of said stock shall entitle the holder thereof to vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### Existence of Corporation

The existence of this corporation shall commence on November 2, 1998, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 206 Wyoming Road, Lehigh Acres, FL 33936 and the initial registered agent of this corporation at such office shall be JOHN STONE. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his or her successor(s) have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
John Stone	206 Wyoming Road Lehigh Acres, FL 33936

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John Stone	206 Wyoming Road Lehigh Acres, FL 33936

## ARTICLE X

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.


(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
JOHN STONE

**METABOLIC COUNCIL FOR OBESITY, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, 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.

Dated this 2<sup>nd</sup> day of November, 1998

  
\_\_\_\_\_  
JOHN STONE

**FILED**  
98 NOV -5 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA