

P98000097422



ACCOUNT NO. : 072100000032

REFERENCE : 035784 7169864

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : November 18, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 035784-005

900002690439--2

CUSTOMER NO: 7169864

CUSTOMER: Ms. Susan Jackson  
MS. SUSAN L. JACKSON  
MS. SUSAN L. JACKSON  
4285 Wood Haven Drive

Melbourne, FL 32935-7155

RECEIVED

98 NOV 18 AM 11:53

DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: MELBOURNE CENTER FOR  
INCONTINENCE REHAB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

2589  
W98-26015

EXAMINER'S INITIALS:

g 11/18/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 PM 12:26



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 PM 12:26

November 18, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: MELBOURNE CENTER FOR INCONTINENCE REHAB, INC.  
Ref. Number: W98000026015

We have received your document for MELBOURNE CENTER FOR INCONTINENCE REHAB, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 498A00055474

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98 NOV 19 AM 9:09  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
MELBOURNE CENTER FOR INCONTINENCE REHAB, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 PM 12:26

**ARTICLE I NAME**

The name of this corporation is MELBOURNE CENTER FOR INCONTINENCE REHAB, INC. The principal place of business shall be 4285 Wood Haven Drive, Melbourne, FL 32935, and the mailing address shall be the same.

**ARTICLE II DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with Secretary of State of the State of Florida.

**ARTICLE III PURPOSE**

This corporation is organized for the purpose of conducting and transacting any or all lawful business.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of stock, all of which shall be designated "Common Shares". There shall be no other classes of stock. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

**ARTICLE V VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI PREEMPTIVE RIGHTS**

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

**ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4285 Wood Haven Drive, Melbourne, Florida, 32935 and the name of the initial registered agent of this corporation at that address is Susan L. Jackson.

**ARTICLE VIII INCORPORATOR**

The name and address of the incorporator of the corporation is

Susan L. Jackson

4285 Wood Haven Drive  
Melbourne, FL 32935

**ARTICLE IX BYLAWS**

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

**ARTICLE X CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors.

**ARTICLE XI SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

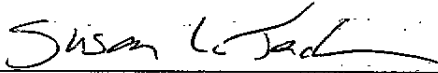
**ARTICLE XII INDEMNIFICATION**

This corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 17th day of November, 1998.

  
\_\_\_\_\_  
SUSAN L. JACKSON

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 17th day of November, 1998, by Susan L. Jackson, who produced a Florida Driver's License as identification.



**JAMES E. BARRY**  
COMMISSION #CC 553674  
EXPIRES MAY 06, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.


  
\_\_\_\_\_  
Notary Public

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
OF  
MELBOURNE CENTER FOR INCONTINENCE REHAB, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 18 PM 12:25

I understand the duties of and hereby accept appointment as the registered agent of MELBOURNE CENTER FOR INCONTINENCE REHAB, INC. at the initial registered office of the Corporation at 4285 Wood Haven Drive, Melbourne, Florida, 32935.

Dated this 17th day of November, 1998.

  
Susan L. Jackson