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MYRTICE R. WALDO, P.A.
ATTORNEY AT LAW

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Bus: (352) 372-9820

March 8, 1999

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

600002800456--6
-03/10/99--01041--001
*****70.00 *****70.00

EFFECTIVE DATE
3-8-1999

Gentlemen:

I am enclosing the original articles of incorporation for Independent Occupational Therapy Associates, Inc., for your approval and filing. My check for \$70 is enclosed to cover the cost of filing and designating the registered agent. Please return a copy of the articles of incorporation showing the filing information:

Thank you for your assistance.

Sincerely yours,

Myrtice R. Waldo
Myrtice R. Waldo, Esq.

MRW:cc
Encl.

Myrtice **SAVE**
AUTHORIZATION BY PHONE TO
CORRECT corp. name
DATE 3/15/99
DOC. EXAM Ba

Send fic application

FILED
99 MAR 10 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 16 1999

ARTICLES OF INCORPORATION

OF

INDEPENDENT OCCUPATIONAL THERAPY ASSOCIATES, INC.

FILED
99 MAR 10 AM 8:30
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

EFFECTIVE DATE

NAME

3-8-1999

The name of this corporation is **INDEPENDENT OCCUPATIONAL THERAPY ASSOCIATES, INC.**

ARTICLE II

DURATION

The period of its duration is perpetual. The corporation shall commence existence on March 8, 1999.

ARTICLE III

PURPOSE

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

a. To provide Occupational Therapy services to individuals who need O.T. The benefit of this company is to provide therapy in a more cost containing environment. Additionally, the services will be provided in the ordering physicians office so that he/she can determine the future needs for O.T. Patients will be provided with information that will assist them in all of their activities of daily living. The assessment will be immediately available for the physician to assist him/her with their additional medical needs and future plans for therapy. Since I.O.T.A., Inc., is a therapist-owned practice, it allows for reduced cost, since billing is not directed by a large corporate provider.

- b. To conduct business in, have one or more offices in, the State of Florida and in all other states and countries.
- c. To collect debts and borrow money, issue or sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.
- d. To engage in any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1000 shares, all of one class, at no par value.

ARTICLE V

INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial registered agent and principal office of this corporation are as follows:

The initial registered agent is: CYNTHIA PARHAM. The address of the registered agent is: 5603 S. E. County Road 346, Micanopy, FL 32667.

The principal office of the corporation is: 5603 S. E. County Road 346, Micanopy, FL 32667.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
CYNTHIA PARHAM	5603 S. E. County Road 346 Micanopy, FL 32667

ARTICLE VII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

CYNTHIA PARHAM

5603 S. E. County Road 346
Micanopy, FL 32667

ARTICLE VIII
CUMULATIVE VOTING

In any election of directors by the shareholders, such shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares it equals, or to distribute them on the same principal among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE IX
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X
AMENDMENT OF ARTICLES

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.

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority of votes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of March, 1999.


CYNTHIA PARHAM
Incorporator

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.


CYNTHIA PARHAM
Registered Agent

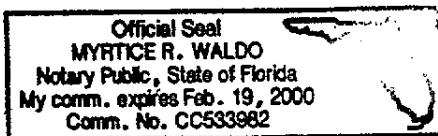
STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 8th day of March, 1999, by CYNTHIA PARHAM, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath that she signed the foregoing instrument as incorporator.

My commission expires:

Myrtice R. Waldo
Notary Public, State of Florida



FILED
99 MAR 10 AM 8:30
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 8th day of March, 1999, by CYNTHIA PARHAM, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath that she signed the foregoing instrument as registered agent.

My commission expires:

Myrtice R. Waldo
Notary Public, State of Florida

