Division of Corporations

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

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: (850)922-4001

From:

Account Name

: SCOTT, ROYCE, HARRIS, BRYAN & HYLAND, P.A.

Account Number : 070674001534

Phone Fax Number

(561)624-3900 : (561)624-3533

FLORIDA PROFIT CORPORATION OR P.A.

Chiropractic Care of the Palm Beaches, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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Corporate Filing

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SECRETARY OF STATEMENT OF S

ARTICLES OF INCORPORATION

<u>OF</u>

CHIROPRACTIC CARE OF THE PALM BEACHES, P.A.

The undersigned hereby forms a Professional Service Corporation under the laws of the State of Florida, and under the following Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be CHIROPRACTIC CARE OF THE PALM BEACHES, P.A.

ARTICLE II

The principal office and mailing address of the Corporation is 5604 PGA Boulevard, Suite C-109, Palm Beach Gardens, Florida 33418.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be to engage in every aspect of the practice of chiropractic medicine. The Corporation shall not engage in any business other than the practice of chiropractic medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of chiropractic medicine.

ARTICLE IV

The Corporation shall have the authority to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this Corporation is 5604 PGA Boulevard, Suite C-109, Palm Beach Gardens, Florida 33418; and the initial Registered Agent of this Corporation at that address is Susan Rushkowski, D.C., 5604 PGA Boulevard, Suite C-109, Palm Beach Gardens, Florida, 33418.

ARTICLE VII

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The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

Susan Rushkowski, D.C. 5604 PGA Boulevard, Suite C-109 Palm Beach Gardens, FL 33418

ARTICLE VIII

The name and address of the Incorporator is as follows:

Susan Rushkowski, D.C. 5604 PGA Boulevard, Suite C-109 Palm Beach Gardens, FL 33418

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

ARTICLE XI

(This Article should be added to the Articles of Incorporation if the shareholders are to have preemptive rights.)

The Shareholders of the Corporation have a preemptive right to acquire proportional amounts of the Corporation's unissued and/or treasury shares upon the decision of the Board of Directors to issue and/or transfer additional shares.

ARTICLE XII

- 1. The only shareholders of this Corporation shall be other professional corporations, professional limited liability companies, or individuals who themselves are duly licensed or otherwise legally authorized to practice chiropractic medicine under the laws of the State of Florida.
- 2. No shareholder of the Corporation shall enter into a voting trust agreement or other type agreement vesting another person with the authority to exercise the voting power of any or all of that shareholder's stock.

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- 3. If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the Corporation.
- 4. No shareholder of the Corporation may sell or transfer his stock in this Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of Chiropractic Care of the Palm Beaches, P.A. for the uses and purposes aforesaid this <u>Ottober</u>, 1999.

SUSAN RUSHKOWSKI, D.C.

STATE OF FLORIDA COUNTY OF PALM BEACHES

The foregoing instrument was acknowledged before me this 28th day of Ottober. 1999, by SUSAN RUSHKOWSKI.

NOTARY PUBLIC

(\$EAL)	Donna A Nadeeu My Commission CC881903 Expires August 2, 2001	0
		Donna A. Nadeun
		(Print Name) My commission expires: Commission No

Personally Known Y OR Produced Identification ______.

Type of identification Produced ______.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that CHIROPRACTIC CARE OF THE PALM BEACHES, P.A. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 5604 PGA Boulevard, Suite C-109, Palm Beach Gardens, County of Palm Beach, State of Florida, has named Susan Rushkowski located at 5604 PGA Boulevard, Suite C-109, Palm Beach Gardens, Florida, as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 28th day of October, 1999.

SÚŠANKUSHKOWSKI,

Registered Agent

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SECRETARY OF STATE