

**LARA** Corporations  
Online Filing System  
Department of Licensing and Regulatory Affairs

Form Revision Date 07/2016

## ARTICLES OF INCORPORATION

For use by DOMESTIC PROFESSIONAL CORPORATION

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned executes the following Articles:

### ARTICLE I

The name of the professional corporation is:

WELLNESS WITHIN JACKSON II, P.C.

### ARTICLE II

The corporation is formed for the sole and specific purpose of rendering the following professional service(s):

Medical weight loss services provided by a licensed physician.

### ARTICLE III

1. State the total authorized shares of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. \* If there is more than one class or series of shares, state the relative rights, preferences and limitations of the shares of each class in Article III (2).

Class of Stock	Total authorized number of shares
COMMON	60,000

### ARTICLE IV

The street address of the registered office of the corporation and the name of the resident agent at the registered office (P.O. Boxes are not acceptable):

1. Agent Name: ASHLEY N. FREDERICK  
2. Street Address: 3343 SPRING ARBOR ROAD  
Apt/Suite/Other: SUITE 300  
City: JACKSON  
State: MI Zip Code: 49203

3. Registered Office Mailing Address:  
P.O. Box or Street Address: 3343 SPRING ARBOR ROAD  
Apt/Suite/Other: SUITE 300  
City: JACKSON  
State: MI Zip Code: 49203

### ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name	Residence or Business Address
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ARTICLE VI

This corporation fully complies with Chapter 2A of the Business Corporation Act. All Shareholders are duly licensed or otherwise legally authorized to render one or more of the professional service(s) for which the corporation is organized, unless otherwise provided in section 284 of the Act.

ARTICLE VII

When a compromise or arrangement or plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement of the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

ARTICLE VIII

Any action required or permitted under the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consents in writing, setting forth the action so taken, are signed by the holders of outstanding shares that have at least the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature of the shareholder that signs the consent. Written consents are not effective to take corporate action unless within 60 days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation that has custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders that would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and that have not consented to the action in writing. An electronic transmission consenting to an action must comply with Section 407(3).

Signed this 19th Day of September, 2022 by the incorporator(s).

Signature	Title	Title if "Other" was selected
Ashley N. Frederick	Incorporator	

By selecting ACCEPT, I hereby acknowledge that this electronic document is being signed in accordance with the Act. I further certify that to the best of my knowledge the information provided is true, accurate, and in compliance with the Act.

Decline       Accept

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**

**FILING ENDORSEMENT**

***This is to Certify that the*** ARTICLES OF INCORPORATION

***for***

WELLNESS WITHIN JACKSON II, P.C.

***ID Number:*** 802917225

***received by electronic transmission on*** September 19, 2022 , ***is hereby endorsed.***

***Filed on*** September 20, 2022 , ***by the Administrator.***

***The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.***



***In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 20th day of September, 2022.***

*Linda Clegg*

***Linda Clegg, Director***

***Corporations, Securities & Commercial Licensing Bureau***