

F36815

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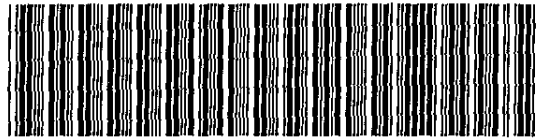
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Talk to Sandy Martin: Change  
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TALLAHASSEE, FLORIDA

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NC+Amend  
& Copy  
& copy of letter  
12-23-02  
eff

Sandy Martin MD PA

6545 N.W. 39th Terrace  
Boca Raton, FL 33496  
FAX: 561 998-0116 VOICE 561 998-9939  
email: sandymar@adclphia.net

*Dermatology & Dermatologic Surgery*

December 18, 2002

Division of Corporation  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed is an "amendment to our corporation" form. It purports to change the name and certain of the articles. For your convenience, I have attached a copy of the current Articles and the REVISED articles, as they should appear after the changes are made. Please note that the notary seal at the end represents the notarization as it took place in 1981 and as such need not be notarized on this exemplar (so please do not return it for failure to have notarized!). The registered agent and address remain the same.

Please provide me a certified copy of the amendment and certificate of status. Enclosed is \$52.50. If this is not the correct amount, please call and notify me. Thank You.

Sincerely yours,



Sandy Martin, M.D., J.D.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SANDY MARTIN, M.D., P.A.

(present name)

CHARTER NUMBER F36815

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amend the preamble as follows: (note, the changed phrases are noted by CAPITALIZATION, but should not be capitalized in the articles themselves).

The undersigned natural person, competent and licensed to practice medicine AND/OR LAW in the State of Florida...

Amend Article I, the name of the Corporation:

SANDY MARTIN, M.D., J.D., P.A.

Amend Article IIA as follows:

To engage in every aspect in the practice of medicine AND/OR LAW, and all THEIR fields of specializations, as are engaged in by medical doctors AND/OR ATTORNEYS-AT-LAW.

Amend Article II B as follows:

...who shall be EITHER medical doctors AND/OR ATTORNEYS-AT-LAW in good standing...

*\* CONTINUED ON BLANK PAGE*

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendments to Sandy Martin, M.D., P.A.  
Continuation

Amend Article IX as follows:

delete the phrase: "or accepts employment that places restrictions or limitations on his continued rendering of such professional services".

Thus the paragraph will ultimately appear as this:

If any officer, director, stockholder, agent or employee of this corporation becomes *legally disqualified to render the professional services for which the corporation is organized*, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

Dec. 18, 02  
eff

**THIRD:** The date of each amendment's adoption: January 1, 2003

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18 day of December, 2002

Signature  Pres.  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Sandy Martin M.D. J.D.  
(Typed or printed name)

President

(Title)

FIRST AMENDED ARTICLES OF INCORPORATION  
OF

SANDY MARTIN, M.D., P.A.

The undersigned natural person, competent and licensed to practice medicine and/or law in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation, effective June 1, 1981:

I.

NAME OF CORPORATION

The name of this Corporation shall be:

SANDY MARTIN, M.D., J.D., P.A.

II.

PURPOSES

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

- A. To engage in every aspect in the practice of medicine and/or law, and all their fields of specializations, as are engaged in by medical doctors and/or attorneys-at-law.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be either medical doctors

and/or attorneys-at-law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III.

#### CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 600 shares of common stock having a par value of \$1.00 per share.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock and certificates shall be issued only to medical doctors and/or attorneys-at-law in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV.

EFFECTIVE DATE AND DURATION

The corporation shall become effective on June 1, 1981, and shall have perpetual existence.

V.

REGISTERED AGENT

The address of this corporation's initial registered office is 5750 Margate Blvd., Suite 205, Margate Florida 33063, and the name of its initial registered agent at said address is SANDY MARTIN, M.D.

VI.

INCORPORATOR

The name and address of the incorporator is as follows:

SANDY MARTIN, M.D.  
5750 Margate Blvd., Suite 205  
Margate, Florida 33063

VII

BOARD OF DIRECTORS

The corporation shall have a board of directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:



SANDY MARTIN, M.D.  
5750 Margate Blvd., Suite 205  
Margate, Florida 33063

## VIII

### INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## IX

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 22 Day of May, 1981.

\_\_\_\_\_  
Sandy Martin, M.D. Incorporator

\_\_\_\_\_  
Sandy Martin, M.D.  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared SANDY MARTIN M.D., who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, in the said County and State, this \_\_\_ day of May, 1981.

\_\_\_\_\_  
Notary Public, State of Florida  
At Large  
My commission expires: