

PO00000110159

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

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000062024 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FILED
00 NOV 29 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

LEILANI FANDINO, L.M.H.C., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

(850)487-6013

11/29/00 11:11 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 29, 2000

FAS-T

SUBJECT: LEILANI FANDINO, L.M.H.C., P.A.
REF: W00000028114

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

LIST THE CITY IN ARTICLE I.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E00000062024
Letter Number: 900A00060544

ARTICLES OF INCORPORATION

OF

LEILANI FANDINO, L.M.H.C., P.A.

The undersigned, natural person, competent and licensed to practice mental health counseling in the State of Florida pursuant to Chapter 491 of the Florida Statutes, 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 of the Florida Professional Service Corporation Act does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is " LEILANI FANDINO, L.M.H.C., P.A." with principal place of business at 6440 S.W. 4th Street, Miami FL, 33144.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSE

The general nature and purposes for which this corporation is organized are:

1. To engage in every business aspect and phase of the practice of mental health counseling and all of its fields of specialization, as engaged in by licensed mental health counselors in good standing.

PREPARED BY:

Jacqueline R. Hernandez-Valdes, P.A.
2474 S.W. 27th Terrace
Miami, FL 33133
FLA. BAR NO. 0053813

00 NOV 29 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2. To engage and render the professional services involved only through its officers, agents, and employees who shall be licensed mental health counselors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service of this corporation.

3. To engage in no other business other than the rendition of the professional services specified herein.

4. To do everything necessary and proper in accomplishing the purposes herein set forth and to do everything incidental thereto which is not forbidden under the Laws of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 100 shares of common stock having a one dollar (\$1.00) par value.

The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be noncumulative, voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of Florida.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed

PREPARED BY:

Jacqueline R. Hernandez-Valdes, P.A.

2474 S.W. 27th Terrace

Miami, FL 33133

FLA. BAR NO. 0053813

waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his receipt of a notice in writing from the corporation inviting him to exercise the right.

ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately before the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer of sale to purchase said stock.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The name of the corporation's initial agent is Jacqueline R. Hernandez-Valdes, P.A. and the street address of the corporation's initial registered office where agent is to be found is 2474 S.W. 27th Terrace, Coconut Grove, Florida 33133.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The corporation shall initially have 1 director. The number of directors may be increased from time to time, as provided in the Bylaws. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Leilani Fandino	6440 S.W. 4 th Street Miami, FL 33144

PREPARED BY:
Jacqueline R. Hernandez-Valdes, P.A.
2474 S.W. 27th Terrace
Miami, FL 33133
FLA. BAR NO. 0053813

ARTICLE X - INCORPORATOR

The name and street address of the incorporator is: Leilani Fandino, L.M.H.C. whose street address is as follows: 6440 S.W. 4th Street, Coconut Grove, Florida 33144

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 11th day of November, 2000.


LEILANI FANDINO, L.M.H.C.

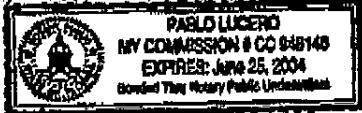
PREPARED BY:
Jacqueline R. Hernandez-Valdes, P.A.
2474 S.W. 27th Terrace
Miami, FL 33133
FLA. BAR NO. 0053813

STATE OF FLORIDA:

COUNTY OF DADE :

BEFORE ME, the undersigned authority personally appeared Leilani Fandino, L.M.H.C. of 6440 S.W. 4th Street, Miami, Florida 33144, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me that on this 16 day of November, 2000, she executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 16 day of November, 2000.



my commission expires:

FDH FS35520698270


Notary Public
State of Florida at Large

**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That **LEILANI FANDINO, L.M.H.C., P.A.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, has named Jacqueline R. Hernandez-Valdes, P.A., 2474 S.W. 27th Terrace, Miami, FL 33133 State of Florida, as agent to accept service of process within the state.

Having been named to accept service of process for " **LEILANI FANDINO, L.M.H.C., P.A.**" at the place designated in this acknowledgment, I agree to act in that capacity and

PREPARED BY:

Jacqueline R. Hernandez-Valdes, P.A.
2474 S.W. 27th Terrace
Miami, FL 33133
FLA. BAR NO. 0053813

H00000062024 5

to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Jacqueline R. Hernandez-Valdes, P.A.

BY: 
Registered Agent

STATE OF FLORIDA:
: S.S.
COUNTY OF DADE :

IN WITNESS WHEREOF, the foregoing acknowledgment and statement of the designated registered agent instrument was executed and acknowledged before me this 16th day of November, 2000.




Notary Public,
State of Florida at Large

FILED
00 NOV 29 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY:
Jacqueline R. Hernandez-Valdes, P.A.
2474 S.W. 27th Terrace
Miami, FL 33133
FLA. BAR NO. 0053813

- 6 -

H00000062024 5