

TRANSMITTAL LETTER

P01000013514

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

FILED
01 FEB -5 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: REGINE I. DIAMOND, LCSW, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: REGINE I. DIAMOND, LCSW, P.A.
Name (Printed or typed)

955 CORKWOOD STREET
Address

HOLLYWOOD, FL 33019
City, State & Zip

954-964-3259
Daytime Telephone number

400003632664- -8
-02/05/01--01038--011
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

/ T. Burch FEB 6 2001

ARTICLES OF INCORPORATION
OF
REGINE I. DIAMOND, LCSW, P.A.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for purposes of forming a corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation, effective as of January 31, 2001.

ARTICLE I

The name of this professional service corporation is **Regine I. Diamond, LCSW, P.A.** The period of its duration is perpetual. The initial principal place of business and mailing address of this professional service corporation shall be:

955 CORKWOOD STREET
HOLLYWOOD, FLORIDA 33019

The bylaws may provide for relocation of the principal office or mailing address to any other address.

ARTICLE 11

The purpose of this professional service corporation is to engage only in every aspect and phase of the business of rendering professional advisory services to the general public and to do all things in connection therewith that are customarily done by licensed advisors under the laws of the State of Florida and in accordance with Chapter 621, Florida Statutes, "The Professional Service Corporation and Limited Liability any

Act." All professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice their profession.

ARTICLE III

The professional service corporation is authorized to issue 5000 shares, all of one class, at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1986, as amended.. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in other property (other than stock or securities), at a just valuation to be fixed by the board of directors of this professional service corporation. Shares may be issued only to professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this corporation was incorporated.

ARTICLE IV

The business of this professional service corporation shall be conducted, carried on, and managed by the officers of this professional service corporation and a board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this professional service corporation within the limitations prescribed by law. The name and street of each member of the first board of directors is:

REGINE I. DIAMOND
955 CORKWOOD STREET
HOLLYWOOD, FLORIDA 33019

They shall hold office until the first annual meeting of stockholders. The officers of this professional service corporation shall be a president and any other officer as the board of directors may seem expedient. Any two or more offices may be held by the same person.

This professional service 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 or its bylaws of this professional service corporation shall be vested in the shareholders by a fifty-one (51) percent vote.

ARTICLE V

At all elections of directors of this professional service corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) the shareholder would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected. The shareholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as the shareholder may see fit.

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

Each shareholder of this professional service corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this professional service corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this professional service corporation, in the ratio that the number of shares he holds at the time of issue bears to the total--number 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 preempted within thirty (30) days of receipt of a notice in writing from the professional service 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 professional service corporation within thirty (30) days of receipt of notice from the professional service corporation.

ARTICLE VI

No contract or other transaction between a professional service corporation and one or more of its directors, or between a professional service corporation and any other corporation, firm, association or other entity, in which one or more directors are

directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose if:

- 1) the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- 2) such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
- 3) the contract or transaction is fair and reasonable as to the professional service corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE VI

The professional service corporation may be empowered to indemnify any officer or director or any former officer, director in the manner set out and provided for pursuant Florida statute or law.

ARTICLE VII

The name and addresses of the initial registered agent and office of this professional service corporation is as follows:

**REGINE I. DIAMOND
955 CORKWOOD STREET
HOLLYWOOD, FLORIDA 33019
(954) 964-3259**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

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

**REGINE I. DIAMOND
955 CORKWOOD STREET
HOLLYWOOD, FLORIDA 33019
(954) 964-3259**

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 31st day of January, 2001.

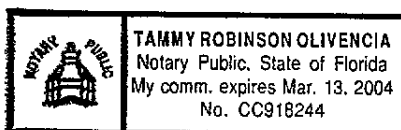
I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT.

Regine I. Diamond
REGINE I. DIAMOND

**STATE OF FLORIDA
COUNTY OF BROWARD**

INCORPORATOR-/REGISTERED AGENT

Subscribed and acknowledged before me on this ^{13th} ~~31st~~ day of ^{February} ~~January~~, 2001, **REGINE I. DIAMOND**, [] who are personally know to me; or [X] who produced a valid Florida Driver's license issued within five (5) years of date; to be the person who executed the foregoing Articles of Incorporation and acknowledge that she executed said articles of Incorporation.



Tammy Robinson Olivencia
NOTARY PUBLIC, State of Florida