

PO100050446

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

01 MAY 21 PM 4:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Michael A. P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time ☒ Certified Copy  
☒ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials PS

5/22/01 ✓

FILED

**ARTICLES OF INCORPORATION**

01 MAY 21 PM 4:10

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MICHAEL FAY, P.A.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**MICHAEL FAY, P.A.**

**ARTICLE II**

**Purpose**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE III**

**Powers**

The Corporation shall have all of the common law and statutory powers of a public service corporation and all of the powers set forth in the Florida Statutes Chapter 621 and Florida Statutes Chapter 607 which are not in conflict with the terms of these Articles or the By-Laws.

**ARTICLE IV**

## **Stock**

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows: **7,500 Shares of Common Stock - Par Value \$1.00.**

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid. All of such shares are to consist of one class only.

## **ARTICLE V**

### **Beginning Capital**

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

## **ARTICLE VI**

### **Existence**

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VII**

### **Initial Address**

The initial office and mailing address of this corporation shall be **9181 SUNSET STRIP, SUNRISE, FL 33322**, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

## **ARTICLE VIII**

### **Director(s)**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders. The initial number of directors shall be two.

**ARTICLE IX**  
**OFFICERS OF THE CORPORATION**

The officers of this Corporation shall be a President, Secretary, Treasurer, and such officers agents and factors as may be deemed necessary, including one or more Vice Presidents. The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation are:

**MICHAEL FAY**  
**9181 SUNSET STRIP**  
**SUNRISE, FL 33322**  
**President /Secretary/Treasurer**

**ARTICLE X**

**First Director**

The name and street address of the first Director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**MICHAEL FAY**  
**9181 SUNSET STRIP**  
**SUNRISE, FL 33322**

**ARTICLE XI**  
**Subscriber**

The name and post address of the Subscriber, and the number of shares he agrees to take is:

**MICHAEL FAY**  
**9181 SUNSET STRIP**  
**SUNRISE, FL 33322**  
**\*\*\*\*\*500 Shares\*\*\*\*\***

**ARTICLE XI**  
**Conflict of Interest**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officers of such other corporation, or not so interested.

**ARTICLE XII**  
**Liability of Stockholder(s)**

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

**ARTICLE XIII**  
**By-Laws**

This corporation shall adopt by-laws by a majority vote of the shares as voted by

the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the corporation's by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

#### **ARTICLE XIV**

##### **Registered Office and Agent**

The initial registered office of the corporation shall be: **7119 W. BROWARD BLVD., PLANTATION, FL 33317**; the initial Registered Agent of the corporation whose business office is at such address is **DAVID M. BAUMAN, ESQ..**

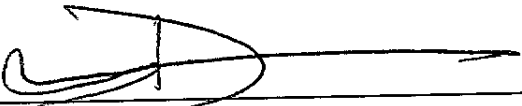
#### **ARTICLE XV**

##### **INCORPORATOR**

The name and street address of the incorporator is **DAVID M. BAUMAN, ESQ.** at **7119 W. BROWARD BLVD., PLANTATION, FL 33317.**

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**IN WITNESS WHEREOF**, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this Thursday, May 17, 2001.

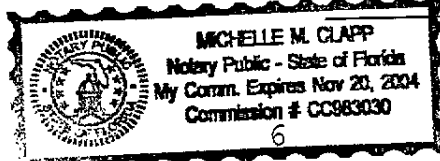
  
**DAVID M. BAUMAN, ESQ.**  
Incorporator

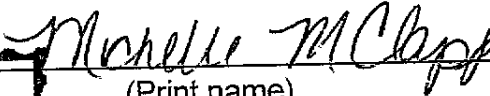
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared **DAVID M. BAUMAN, ESQ.**, who is personally known to be, or who presented Drivers License as identification, and he acknowledged before me that she executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and Stated named above this Thursday, May 17, 2001.


My commission expires:



  
(Print name)

## ACCEPTANCE OF REGISTERED AGENT STATUS

HAVING BEEN NAMED to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
**DAVID M. BAUMAN, ESQ.**  
Date:

FILED  
01 MAY 21 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA