

P02000072998

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED
02 JUL -3 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 JUL -3 PM 11:15

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

1- NURIA LAWSON, M.D., P.A.

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☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<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

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Examiner's Initials

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ARTICLES OF INCORPORATION

OF

NURIA LAWSON, M.D., P.A.

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as the Professional Service Corporation Act, and other laws of the State of Florida

Article I. Name

The name of the corporation is NURIA LAWSON, M.D., P.A.

Article II. Nature of Business

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that medical doctor duly licensed under the laws of the State of Florida, is authorized to render only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice law therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

To do any and all activities permitted under the laws of the United States and of the State of Florida.

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The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of Fifty Dollars (\$50) per share. None of the shares of this corporation may be issued to anyone other than an individual only licensed to practice medicine in the State of Florida.

Article IV. Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7150 West 20th Avenue, Suite 215, Hialeah, Florida 33016, and the name of the initial registered agent of this corporation is Nuria Lawson, M.D.

Article V. Terms of Existence

This corporation is to exist perpetually unless sooner dissolved according to law, and to commence business as of date of the execution of these articles of incorporation.

Article VI. Address

The initial street address of the principal office of this corporation in the State of Florida is 7150 West 20th Avenue, Suite 215, Hialeah, Florida 33016. The Board of Directors may from time to time move the principal office to any other address in Florida.

Article VII. Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one. If required by the ethics of the medical profession, directors be required to possess the same professional qualifications as shareholders are required to possess.

Article VIII. Initial Directors

The name and street address of the member of the first Board of Directors is: Nuria Lawson, M.D., 7150 West 20th Avenue, Suite 215, Hialeah, Florida 33016.

Article IX. Voting Trust

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

Article X. Cumulative Voting for Directors

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting), he 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, and he 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 or them, as he may see fit.

Article XI. Removal of Directors

Any director of this corporation may be removed at any annual or special

meeting of the stockholder by the same vote as that required to elect a director.

Article XII. Restraint on Alienation of Shares

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation and only after securing written approval of other shareholders. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's share shall immediately become subject to purchase by this corporation in accordance with the laws adopted by the shareholders.

Article XIII. Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in,

any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive rights to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder if he should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. A pension plan,
2. A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession,
3. A stock bonus plan,
4. A thrift and savings plan,
5. A restricted stock option plan, or
6. Other retirement or incentive compensation plans.

Article XIV. Amendment

These Articles of Incorporation may be amended in the manner provided by law.


Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made. All rights of shareholders are subject to this reservation.

Article XV. Contracts

No contracts or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firms, association, or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, I, the subscriber, have executed these articles of incorporation this 21st day of June, 2002.

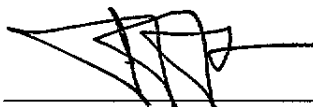


Nuria Lawson, M.D.

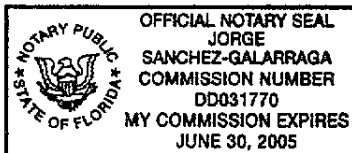
State of Florida)

County of Miami-Dade)

The foregoing instrument was acknowledged before me this 21st day of June, 2002
by Nuria Lawson, M.D. who is personally known to me.



Jorge Sanchez-Galarraga
Notary Public, State of FL
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED.**


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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Nuria Lawson, M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the City of Hialeah, County of Miami-Dade, State of Florida, has named Nuria Lawson, M.D. located at 7150 West 20th Avenue, Suite 215, City of Hialeah, County of Miami-Dade, State of Florida 33016 as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.



Nuria Lawson, M.D.
Registered Agent