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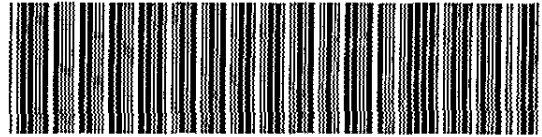
(Business Entity Name)

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03 FEB 04 PM 12:16

2-25-07

TRANSMITTAL LETTER

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

SUBJECT: STAFF MED ON CALL, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Ms. Mary J. Caballero
Name (Printed or typed)

2141 S.W. 1st Street, Suite 204
Address

Miami, Florida 33135
City, State & Zip

(305) 649-9110
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
STAFF MED ON CALL, INC.**

FILED
03 FEB 24 PM 12:17
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be STAFF MED ON CALL, INC., (hereinafter, "Corporation").

ARTICLE II – NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of the State of Florida.

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 Thousand (1,000) shares of Common Stock with a par value of \$1.00 per share.

All aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporator or by the Directors at the meeting called for such purpose.

ARTICLE IV – INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than One Thousand Dollars (\$1,000.00).

ARTICLE V – TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VI – INITIAL STREET ADDRESS

The initial street and mailing address of the principal office of this Corporation is:

2141 S.W. 1st Street
Suite 204
Miami, Florida 33135

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII – DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the Bylaws. Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the Corporation, and any person who serves at the request of this Corporation as a director or officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or

hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall nothing herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. 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 the Corporation are pecuniary or otherwise interested in or are directors or officers of such other Corporation; and director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the 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 such members thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereon to authorize any such contract or transaction with like force and

effect as if he were not such directors or officers of such other Corporation or not so interested.

ARTICLE VIII – INITIAL DIRECTORS

The name and address of the members of the first Board of Directors are:

MARY J. CABALLERO
2141 S.W. 1st Street
Suite 204
Miami, Florida 33135

CARLOS L. SOSA
2141 S.W. 1st Street
Suite 204
Miami, Florida 33135

ARTICLE IX – SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

MARY J. CABALLERO
2141 S.W. 1st Street
Suite 204
Miami, Florida 33135

ARTICLE X – BYLAWS

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

ARTICLE XI – CALLING OF SPECIAL MEETING

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE XII – STOCKHOLDER QUORUM AND VOITING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XIII – AMENDMENT

The 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 stockholder and approved a Stockholder's Meeting by the majority of stock entitled to vote thereon.

ARTICLE XIV – SUB-CHAPTER S CORPORATION

The Corporation may elect to be a S Corporation, as provided in the Sub-Chapter S of the Internal Revenue Code of 1996, as amended.

14.1 The shareholders of the Corporation, may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

14.2 After this Corporation has elected to be and S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S

Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

14.3 Once the Corporation has elected to be an S Corporation, each share of the stock issued by this Corporation shall contain the following legend:

"The share of stock presented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under the Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE XV – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the share of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the share of stock of the Corporation. A copy of the Stockholders' Restrictive Agreement, if any is on file at the principal office of the Corporation.

ARTICLE XVI – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out this business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XVII – INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify

the individual against the same liability under the law. All references in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the forgoing provisions regarding indemnification or advancement of the attorney fees of expenses shall be held invalid as contrary to law or public policy, it shall be serviced and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.


ARTICLE XVIII – DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

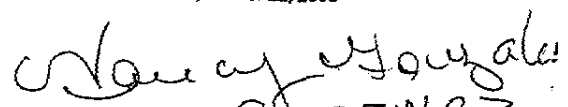
The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set her hand and seal this 20th day of February, 2003.


MARY J. CABALLERO

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

 Nancy Gonzalez
My Commission DD139620
Expires September 22, 2006


NANCY GONZALEZ

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared MARY J. CABALLERO, to me know to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

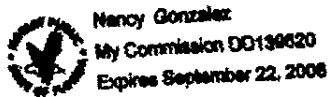
WITNESS my hand and official seal in the County and State named above this 20 day of FEBRUARY 2003.

Nancy Gonzalez
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

Print Name: NANCY GONZALEZ

My Commission #: DD 139620

My commission Expires: SEPTEMBER 22, 2006



C E R T I F I C A T E

**DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


RECEIVED
CLERK OF DISTRICT COURT
03 FEB 24 PM 12:17

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – that STAFF MED ON CALL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, within unincorporated Miami-Dade County, State of Florida, has named MARY J. CABALLERO, 2141 S.W. 1st Street, Suite 204, Miami, Florida 33135, City of Miami, of unincorporated Miami-Dade County, State of Florida, as its agent to accept service of process within this state.

A C K N O W L E D G M E N T

Having been named to accept services of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply, and I am familiar, with the provision of said Act relative to keeping open said office.


MARY J. CABALLERO