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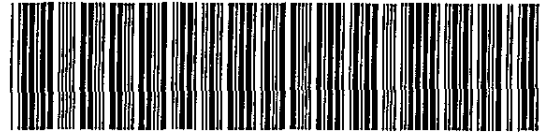
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-28-03

TRANSMITTAL LETTER

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

SUBJECT: Deborah Harter, MD, and Associates, PA

Enclosed are an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50 for the filing fee, certified copy and certificate of status.

SIGNED:

*Teresa Harrington, CPA*

From:

Teresa Harrington, CPA

Name

358 Stiles Avenue

Address

Orange Park, FL 32073

City

State

Zip

904-215-2256

Telephone Number

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DEBORAH HARTER, M.D. AND ASSOCIATES, P.A.**

Pursuant to the provisions of Chapter 621, Florida Statutes, as amended, the following are hereby adopted and files as the Articles of Incorporated of this Florida professional association:

**ARTICLE I – NAME**

The name of this Corporation is:

Deborah Harter, M.D. and Associates, P.A.

**ARTICLE II – INITIAL PRINCIPAL OFFICE**

The initial place of business of the Corporation is:

1560 Island Lane  
Orange Park, FL 32003

The initial mailing address of the Corporation is:

2331 Holly Lane  
Orange Park, FL 32073

**ARTICLE III – DURATION**

The Corporation is to commence its corporate existence on July 15, 2003. This Corporation shall exist perpetually.

**ARTICLE IV – LICENSED SHAREHOLDERS AND OFFICERS**

Pursuant to Florida Statutes 621.09(1), all shareholders of this Corporation shall be duly licensed by the State of Florida to perform the same professional service for which the Corporation is organized. Pursuant to Florida Statutes 621.10, any shareholder, officer, agent or employee of this Corporation who becomes legally disqualified to render services for the Corporation or who accepts employment that places restrictions or limitations upon his or her rendering of professional services for the Corporation, shall sever all employment with, and financial interest in, the Corporation.

**ARTICLE V - PURPOSE**

This Corporation is organized for the following purposes:

- (1) The practice of medicine; and

- (2) The transaction of any or all other lawful business for which professional service corporation may be incorporated including but not limited to those powers pursuant to Chapter 621 of the Florida Statutes, as amended, and the doing of all lawful things related thereto.

#### **ARTICLE VI – CAPITAL STOCK**

This Corporation is authorized to issue ten thousand (10,000) shares of One and no/dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute Book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value of not less the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to 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.

#### **ARTICLE VII – INTIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

Teresa Harrington, CPA  
358 Stiles Avenue  
Orange Park, FL 32073

#### **ARTICLE VIII – INTITAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors shall be by a resolution of the Shareholders and/or contained within the duty adopted Bylaws of the Corporation.

The name and the address of the initial Director is:

Deborah Harter  
2332 Holly Lane  
Orange Park, FL 32073

#### **ARTICLE IX – RESTRAINT OF TRANSFER OF SHARES**

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

#### **ARTICLE X – INDEMNIFICATION**

The Corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### **ARTICLE XI – AMENDMENT**

The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the Corporation that is present at any regular meeting of the Shareholders or at any special meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose at which a quorum is present. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

#### **ARTICLE XII – INCORPORATOR**

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

Teresa Harrington, CPA  
358 Stiles Avenue  
Orange Park, FL 32073

In Witness Whereof, the undersigned incorporator has executed these Articles of Incorporation, this 15<sup>th</sup> day of July 2003.

  
TERESA HARRINGTON

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Section 48.091 and Section 607.501, Florida Statutes, the following submitted:

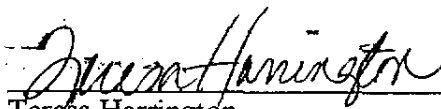
Deborah Harter, M.D. and Associates, P.A.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its Registered Agent to accept service of process within this State:

Teresa Harrington, CPA  
358 Stiles Avenue  
Orange Park, FL 32073

**ACKNOWLEDGEMENT:**

Having been named as Registered Agent 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 agree to comply with the provisions of this Act.

  
Teresa Harrington

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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