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# **Articles of Incorporation Of Scott L. Friedberg, D.O., P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

## **Article I. NAME**

The name of the professional service corporation is:

**Scott L. Friedberg, D.O., P.A.**

## **Article II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation:

**7945 NW 20th Street  
Pembroke Pines, Florida 33024**

## **Article III. 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 IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting

on the date these articles of incorporation are filed with the Florida Department of State.

#### **Article V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock, having a par value of ten cents (\$0.10) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

#### **Article VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is: **7945 NW 20th Street, Pembroke Pines, Florida 33024**. The name of the initial registered agent at that address is **Scott L. Friedberg**.

#### **Article VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

<u>Name</u>	<u>Address</u>
<b>Scott L. Friedberg, D.O.</b>	<b>7945 NW 20th Street Pembroke Pines, Florida 33024</b>

#### **Article VIII. SUBSCRIBER**

<u>Name</u>	<u>Address</u>
<b>Scott L. Friedberg, D.O.</b>	<b>7945 NW 20th Street Pembroke Pines, Florida 33024</b>

### **Article IX. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service 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 the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

### **Article X. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber executed these articles of incorporation on August 03, 2003.

  
\_\_\_\_\_  
Scott L. Friedberg, D.O.

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing articles of incorporation were acknowledged before me on this  
3 day of August, 2003, by Scott L. Friedberg, D.O..



  
\_\_\_\_\_  
Notary Public - State of Florida

\_\_\_\_\_  
Print, Type, or Stamp Name of Notary

Public

Commission number

Commission expiration date

Personally Known ... OR Produced Identification ...

Type of Identification Produced ... FL Drivers License


(Seal)

## Acceptance by Registered Agent

THE UNDERSIGNED *Scott L. Friedberg, D.O.* hereby accepts appointment as registered agent of:

**Scott L. Friedberg, D.O., P.A.,**

effective as of the date of filing of the articles of incorporation of said corporation.

  
\_\_\_\_\_  
*Scott L. Friedberg, D.O.*

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STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3 day of August, 2003, by *Scott L. Friedberg, D.O.*, who is ~~personally known to me or who produced Florida driver's license as identification~~, and who did take an oath.



  
\_\_\_\_\_  
Notary Public

Printed name of notary

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_