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FLORIDA PROFIT CORPORATION OR P.A.
BOYNTON MEDICAL ASSOCIATES, P.A.

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**ARTICLES OF INCORPORATION
OF
BOYNTON MEDICAL ASSOCIATES, P.A.**

The undersigned subscriber to these Articles of Incorporation is a physician duly licensed to render services as such under the Laws of the State of Florida, and hereby presents these Articles for the formation of a corporation under the Florida Professional Service Corporation and Limited Liability Act, Chapter 621, Florida Statutes.

Article I - Name

The name of this corporation is BOYNTON MEDICAL ASSOCIATES, P.A.

Article II - Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

Article III - Purpose

A. This corporation is organized for the purpose of engaging in the practice of medicine; to do 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 or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 807, Florida Statutes, Florida General Corporation Act in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

B. The foregoing paragraph shall be construed as enumerating both objects and purposes of the 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 the Corporation otherwise permitted by law.

TIMOTHY E. MONAGHAN, ESQ.,
STRAWN MONAGHAN & COHEN, P.A.
54 N. E. 4TH AVENUE
DELRAY BEACH, FL 33483
(561) 278-9400
FLA. BAR NO. 699871
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TALLAHASSEE, FLORIDA

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Article IV - Capital Stock

A. This corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock, consisting of one class, with a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Article V - Incorporator

The name and street address of the incorporator who is duly licensed to practice medicine under the laws of the State of Florida to render services as such, is as follows:

<u>Name</u>	<u>Address</u>
Robert Cohen, D.O.	54 N.E. 4 th Avenue Delray Beach, FL 33483

Article VI - Initial Board of Directors

The corporation shall have one (1) director initially to hold office until the first annual meeting of shareholders and a successor director shall have been duly elected and qualified, or until earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The name and address of the initial Director of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert Cohen, D.O.	54 N.E. 4 th Avenue Delray Beach, FL 33483

Article VII - Restraint of Issuance and Alienation of Shares

A. Shares of the Corporation's capital stock shall only be issued to individuals who are duly licensed to practice medicine in the State of Florida.

B. No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation.

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No shareholder of the 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. Proxies may be given only to other shareholders.

C. The Corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

Article VIII - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article IX - Principal Place of Business

The principal place of business of this corporation shall be 54 N.E. 4th Avenue, Delray Beach, Florida 33483. The Board of Directors may from time to time move the place of business of this corporation.

Article X - Registered Agent, Registered Office and Mailing Address

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Timothy E. Monaghan, Esq., Strawn, Monaghan & Cohen, P.A., 54 N.E. 4th Avenue, Delray Beach, FL 33483.

The initial street address of the Registered Office of this corporation in the State of Florida shall be 54 N.E. 4th Avenue, Delray Beach, FL 33483. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

The mailing address of this corporation shall be 54 N.E. 4th Avenue, Delray Beach, FL 33483.

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TALLAHASSEE, FLORIDA

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Article XI - By-Laws

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of the Corporation, and the duties of the officers of the Corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

Article XII - Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

Article XIII - Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law for all acts performed or failed to be performed, in good faith within the scope of his/her duties on behalf of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of January, 2004.



Robert Cohen, D.O.

ACCEPTANCE OF RESIDENT AGENT

The undersigned, named as the Registered Agent in these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, this 12th day of January, 2004.


Timothy E. Monaghan
Registered Agent

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January 3, 2004