

P05000047477

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400048303094

11/24/05--01032--030 **78.75

FILED
05 MAR 24 PM 4:45
TALLAHASSEE, FL
CLERK OF SUPERIOR COURT

3/30/05
54

STUART B. KLEIN, P.A.

Attorneys at Law

2801 PGA Boulevard • Suite 110
Palm Beach Gardens, Florida 33410

Telephone: (561) 478-1566

Facsimile: (561) 478-9931

Stuart B. Klein, Esq.
Also Admitted in New York & Ohio
E-mail: SBK@kleinslaw.com

March 15, 2005

Via Regular Mail

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

Re: Articles of Incorporation for PULMONARY SPECIALISTS, P.A.

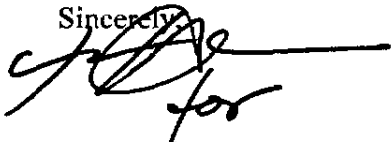
Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation, and our check in the amount of \$78.75 representing payment of the following:

- | | | |
|----|---------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy of Articles | \$ 8.75 |
| 3. | Filing Fee for Registered Agent | \$35.00 |

Please return the certified document to this office in the enclosed pre-addressed stamped envelope.

Sincerely,



STUART B. KLEIN, ESQ.
SBK:jac

Enclosures

**ARTICLES OF INCORPORATION
OF
PULMONARY SPECIALISTS, P.A.**

FILED
05 MAR 24 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators, who are duly licensed to practice medicine in the State of Florida, hereby presents these Articles of Incorporation for the formation of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 and Chapter 607 of the Florida Statutes:

ARTICLE I

The name of this corporation is **PULMONARY SPECIALISTS, P.A.** The principal office and mailing address is:

13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

ARTICLE II

This corporation is organized for the purpose of rendering professional services through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. This corporation may do everything necessary and proper for the accomplishment of such purposes or the attaining of any of the objects or the furtherance of any 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 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 607, Florida Statutes, the Florida General Corporation Act, in a manner not inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

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.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of \$.01 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice in the State of Florida. 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.

This corporation and other shareholders have a first right of refusal upon the alienation of shares by a shareholder.

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

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The name and address of the Incorporators are:

Neal R. Warshoff
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

Nir M. Goldstein
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

ARTICLE VI

The Registered Agent and the address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.
1551 Forum Place, Suite 400-B
West Palm Beach, FL 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

There shall be an initial Board of Directors consisting of two (2) directors. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall not be less than one (1). The name and street addresses of the persons who are to serve as a members of the initial Board of Directors are:

Neal R. Warshoff
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

Nir M. Goldstein
13005 Southern Boulevard
Suite 235
Loxahatchee, FL 33470

ARTICLE VIII

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX

The corporation shall indemnify any officer or directors, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

The shareholders of the corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the corporation, and the duties of the officers of the corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of directors or by more than a majority of the shareholders in specific matters.

ARTICLE XI

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.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 3rd day of ~~January~~ ^{March}, 2005.


NEAL R. WARSHOFF


NIR M. GOLDSTEIN

STATE OF FLORIDA :

:ss.

COUNTY OF PALM BEACH :

BEFORE ME, a Notary Public, personally appeared NEAL R. WARSHOFF, and NIR M. GOLDSTEIN, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed these Articles of Incorporation on this 9th day of ~~January~~ ^{March}, 2005.



Linda G. Tonks
Commission #DD271267
Expires: Dec 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Linda G. Tonks
Notary Public
Name: Linda G. Tonks

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **PULMONARY SPECIALISTS, P.A.**, desiring to organize under the laws of the State of Florida, with its principal office in the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq., Stuart B. Klein, P.A. of 1551 Forum Place, Suite 400-B, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 8th day of ^{March} ~~January~~, 2005.

Stuart B. Klein
Stuart B. Klein
Registered Agent

STATE OF FLORIDA :
:ss.
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Certificate Designating Place of Business or Domicile For The Service of Process Within Florida Naming Agent Upon Whom Process May Be Served as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of **PULMONARY SPECIALISTS, P.A.**, a Florida professional service corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 8th day of ~~January~~ ^{MARCH}, 2005.



Linda G. Tonks
Commission #DD271267
Expires: Dec 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Linda G. Tonks
Name: Linda G. Tonks

FILED
05 MAR 24 PM 4:44
TALLAHASSEE, FLORIDA