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REFERENCE : 226104 7117422		
AUTHORIZATION: Spelle le man		
COST LIMIT : \$ 78.75		
ORDER DATE: September 13, 2007		
ORDER TIME: 10:33 AM		
ORDER NO. : 226104-005		
CUSTOMER NO: 7117422		
DOMESTIC FILING		
NAME: TIMOTHY W VALK, M.D., P.A.		
EFFECTIVE DATE:		
XX ARTICLES OF INCORPORATION		
CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION		
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
XX CERTIFIED COPY		
PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING		
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## **ARTICLES OF INCORPORATION**

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**OF** 

SECRETARY OF STATE TALLAHASSEE, FLORIDA

# TIMOTHY W. VALK, M.D., P.A.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

# **ARTICLE I. NAME**

The name of this corporation is:

TIMOTHY W. VALK, M.D., P.A.

## **ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is the practice of internal medicine (endocrinology), and to engage in every and any aspect and phase of any and every lawful business permitted by the provisions of Chapter 621, Florida Statutes, and no others.

## 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 Hundred shares of common stock with a nominal or par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators, directors or shareholders may, by contract, restrict the alienability of this stock. All stock in this Professional Association is restricted to the following extent: No shareholder of this Professional Association may sell or transfer his shares in this Professional Association, except to another Professional Association, Professional Limited Liability Company or individual authorized to practice medicine in Florida. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

Stock in this Professional Association may not be held by anyone other than a professional corporation, a professional limited liability company, or an individual who is licensed or otherwise legally authorized to practice medicine in Florida. No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any shareholder's stock.

## ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The street address of the initial principal office of this corporation is 103 Front Street, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 103 Front Street, Palm Coast, Florida 32137.

# ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

# **ARTICLE VIII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

Name <u>Address</u>

Timothy W. Valk, M.D. 103 Front Street, Palm Coast, FL 32137

#### ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Timothy W. Valk, M.D.	103 Front Street Palm Coast, FL 32137	100	\$100.00

# **ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

# **ARTICLE XI. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be B. Paul Katz, Atrium Suite, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

Timothy W. Valk, M.D., Incorporator

STATE OF FLORIDA COUNTY OF FLAGLER

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 Timothy W. Valk, M.D., to me personally known to be the person described as incorporator, in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this <u>ilth</u> day of <u>leptencher</u>, 2007.

Notary Public, State of Florida at Large

My commission expires:



# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICIÉE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR TIMOTHY W. VALK, M.D., P.A.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT TIMOTHY W. VALK, M.D., P.A., DESIRING TO ORGANIZE OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 103 FRONT STREET, PALM COAST, FLORIDA 32137, HAS NAMED B. PAUL KATZ, LOCATED AT ATRIUM SUITE, 1 FLORIDA PARK DRIVE SOUTH, PALM COAST, FLORIDA, 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Jack			
Timothy V	V. Valk, M.D., Incorporator		
DATE:	9/11/07		

HAVING BEEN NAMED 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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

B. Paul Katz, Registered Agent

DATE: 9/11/07