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FLORIDA PROFIT/NON PROFIT CORPORATION

MARGARITA M. VENDRELL, M.D., P.A.

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October 12, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AKERMANTENTERFITT (JACKSONVILLE)

SUBJECT: MARGARITA M. VENRELL, M.D., P.A.
REF: W07000050711

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

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**ARTICLES OF INCORPORATION
OF**

MARGARITA M. VENDRELL, M.D., P.A.

The undersigned incorporator, for the purpose of forming a professional association under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

**Article I
Name and Duration**

The name of this professional association is MARGARITA M. VENDRELL, M.D., P.A. The duration of the professional association is perpetual. The effective date upon which this professional association shall come into existence shall be the date these Articles are filed by the Secretary of State.

**Article II
Principal Office**

The address of the principal office and mailing address of the professional association in the State of Florida is 7702 Watermark Lane South, Jacksonville, Florida 32256.

**Article III
Registered Office and Agent**

The initial registered office of the professional association shall be 7702 Watermark Lane South, Jacksonville, Florida 32256, and its initial registered agent at such office shall be Margarita M. Vendrell, M.D.

**Article IV
Corporate Purposes, Powers and Rights**

The general purpose for which this professional association is organized shall be:

1. To render professional medical services to the general public, and to do all things in connection therewith that are customarily done by physicians under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the professional association shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

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Article V
Capital Stock

The maximum number of shares of stock which this professional association is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock having no par value per share.

Article VI
Incorporator

The name and street address of the incorporator of this professional association is Margarita M. Vendrell, M.D., at 7702 Watermark Lane South, Jacksonville, Florida 32256.

Article VII
Board of Directors

1. This professional association shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

2. The name and street address of the initial member(s) of the board of directors of this professional association, who is licensed to practice medicine in the State of Florida, is:

<u>Name</u>	<u>Address</u>
Margarita M. Vendrell, M.D.	7702 Watermark Lane South Jacksonville, Florida 32256

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VIII
Amendment

This professional association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

Article IX
Bylaws

The power to adopt, amend or repeal bylaws for the management of this professional association shall be vested in the Board of Directors or the shareholders, but the Board of Directors

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may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

Article X
Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

Article XI
Shareholder Restrictions

No one other than an individual who is duly licensed or legally authorized to render medical services in the State of Florida may own stock of this professional association. No shareholder of this professional association shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render medical services shall sever all employment with and financial interest in the professional association. No shareholder shall transfer any shares of stock of the professional association, except to another individual who is eligible to be a shareholder of the professional association.

Article XII
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida this 5th day of October, 2007.

INCORPORATOR:


Margarita M. Vendrell, M.D.

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

MARGARITA M. VENDRELL, M.D., P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Margarita M. Vendrell, M.D. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 7702 Watermark Lane South, Jacksonville, Florida 32256.

Dated this 5th day of October, 2007.

MARGARITA M. VENDRELL, M.D., P.A.

By: Margarita M. Vendrell, M.D.

Margarita M. Vendrell, M.D.

Its: President

Having been named to accept service of process for the above stated professional association, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5th of October, 2007.

Margarita M. Vendrell, M.D.
Margarita M. Vendrell, M.D.

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