Division of Corporation Balconica State of State A Division of Corporations & Buildings Market, A Bread of State Division of Corporations 44, Public Access System	ALT ARE EXCLOSED 15749
Electronic Filing Cover Sheet	
Note: Please print this page and use it as a cover sheet. Type the fax audit n below) on the top and bottom of all pages of the document.	number (shown
(((H09000015612 3)))	
Note: DO NOT hit the REFRESH/RELOAD button on your browser from this will generate another cover sheet.	page. Doing so
To: Division of Corporations Fax Number : (850)617-6381	DEPARTMEN 09 JAN 22
From: Account Name : SPIEGEL & UTRERA, P.A. Account Number : FCA000000001 Phone : (305)854-6000 Fax Number : {305}850-2076	EIVED HT OF STATE 2 PH 4: 28
FLORIDA PROFIT/NON PROFIT CORPORA	

والمستحي والمستخدم والمستجد والمستحد والمستحد والمستحد والمستحد والمستحد والمستحد والمستحد والمستحد والمستحد و	
Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

TULAY DARSTEK MD, P.A.

Electronic Filing Menu

Corporate Filing Menu

Help

CATE CADA

\* OUTO JAN 23 2009

https://efile.sunbiz.org/scripts/efilcovr.exe

2009 JAN 22 PM

4: 20

-71

ILED

# TULAY DARSTEK MD, P.A.

OF

age2214208 011/2272009124584931101830585737001242815437883948366858426366668426842684268426842684268426842684

CLES OF INCORPORATIO

AMERICANT OF THE ELLEWIGS MEGIN

The man

. Victorie

Latta Dant TO KOUUIS OF LE

አደ è EFNI Geres Zues

2003

JAN N

₽ ₽

23

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a professional service Corporation for profit under Chapter 621 of the Florida Statutes.

#### ARTICLE 1 - NAME

The name of the Corporation is TULAY DARSTEK MD, P.A., (hereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF BUSINESS**

The Corporation shall engage in the practice of medicine.

#### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 11617 Useppa Court, Naples, Florida 34110, and the mailing address is the same.

#### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 1840 Southwest 22nd Street, 4th Floor Miami, Florida 33145

### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: Secretary: Treasurer:

-7

ロじろんししたをひ

Protocolo Che Stand Stand Content

٠v

-----

.. Creating & BUILDINGS Meet INC.

1.17

Tulay Darstek MD Tulay Darstek MD Jeremy L. Darstek

whose mailing addresses shall be the same as the principal office of the Corporation.



LAWYER®.com

1840 Coral Way, 4th Floor, Miami, FL 33145 - (305) 854-6000 - (800) 603-8900 - Facelmine (305) 860-2076 Mailing Address - Post Office Box 450605, Miami, FL 33245-0605

#### ARTICLE 6 - DIRECTOR(S)

COLOUNDS BEENE WINNERS CONDERVISED CON LE C Y

weber an epotante

2009112157493848305857370063591663284236446666822206938226866246565583661341221×846622200093845

HOTWO

AY DARSTEK MD. P.4

Poge 2

3- .....

The Director(s) of the Corporation shall be:

ORATION

**Tulay Darstek MD** 

whose mailing addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND** (10,000) shares of common stock, each share having the par value of **ONE CENT** (\$.01).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



WWW.AMERILAWYER®.COM 1840 Corat, Way, 4th Floor, Miami, FL 83145 - (305) 854-8000 - (800) 603-3900 - Faceinile (305) 860-2076 Mailing Address - Port Office Box 450803, Miami, FL 33245-0605

1991000215612

2002時間。高時

, ;				
SIL SRAGED2/012422	2009:9015:7 <b>49</b> 585730585737 行いたいだいたいので、1995	20LIMLAN	CONTRACTOR CONTRA	3,15):495
TEK MD. P.A.	ORATION	, .a	TULAY DATERAKUARSTEK MD. P.A.	ORA

## ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 9 - SHAREHOLDERS' BESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



LAWYEHS

1840 Совль Wat, 4ти Floor, Мілиц, FL 38145 - (305) 854-8000 - (800) 603-3500 - Басямиля (305) 860-2076 Малла Арринее - Розт Ортіск Вох 450605, Мілиц, FL 33245-0605

417100015617.7



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

# ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

#### ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto.



WWW.AMERILAWYER®.COM 1840 Coral Way, 4th Floor, Miami, Fl 33145 - (305) 854-8000 - (800) 602-3900 - Facsimile (305) 860-2076 Mailing Address - Post Office Box 450005, Miami, Fl 33845-0605

1100M)15612

#### **ARTICLE 17 - INDEMNIFICATION**

To be a state to be and

的基本的ARTUEAY DARSTEK MD, P.A

-410000

27643622,4801/22/20091-1514987253058573700122121284452249433811534985233100.256022466524984952205095

DECLASSICAN STRANGER STRANGER STRANGER

TULAY DARSTEK MD, P.A.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation, The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same llability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held Invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



WWW.AMERILAWYRR®.COM 1840 Coral Way, 4711 Floor, Miami, FL 98145 - (305) 854-8000 - (800) 803-3000 - Facrimile (303) 880-2078 Манию Address - Post Office Box 450603, Міамі, FL 83245-0603

トわぬれわれたしょ

514920.119001822/20091 411 TULAY DARSTEK MD, P.A. ANDARSTEK MD. TULAY DARSTEN MD, P.A. ₽ мір бі З IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this And days of Sinwary Course. Sanchez, ator

# ACCEPTANCE OF REGISTERED AGENT DESIGNATED

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

B٧ Natalia Utrera, Vice President

SPIEGEL & UTRERA, PA.

www.amerilawyer®.com 1840 CORAL WAY, 4™ FLOOR, MIAMI, FLORIDA 33145 - (305) 854-6030 - (800) 603-3900 - FACSIMILE (305) 857-3700 MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605