

May 28, 2010 10:22 AM Appel Health Law Group L No 378 P. 1 of 1
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**FLORIDA PROFIT/NON PROFIT CORPORATION
SOM HOLDINGS, INC.**

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**ARTICLES OF INCORPORATION
OF
SOM HOLDINGS, INC.**

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The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a For-Profit Corporation, pursuant to the provisions of Chapter 607, *Florida Statutes* hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is:

SOM HOLDINGS, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office address and the mailing address of the Corporation are:
1515 Indian River Boulevard, Suite A-210, Vero Beach, Florida 32960.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be:

- (a) To engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other country, territory or nation.
- (b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the transaction of business.
- (e) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (g) The Corporation shall have all the powers which are now or which may hereafter be conferred upon corporations by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

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The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock, having a nominal or par value of \$.001 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence on May 28, 2010 and acknowledgment hereof as provided by Section 607.0203, *Florida Statutes*.

**ARTICLE VI - PRINCIPAL ADDRESS OF
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the Corporation is: 1515 Indian River Boulevard, Suite A-210, Vero Beach, Florida 32960, and the street address of the Initial Registered Agent's office of this Corporation is: 1515 Indian River Boulevard, Suite A-210, Vero Beach, Florida 32960. The name of the initial registered agent of this Corporation at that address is DEC Consultants, Inc.

ARTICLE VII - DIRECTORS

Its Board of Directors shall manage the business of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). This Corporation shall have one (1) director initially. The name and address of the initial director of this Corporation is:

NAME AND ADDRESS

Annah Murphy
48 Hunter Court
Ormond Beach, Florida 32174

ARTICLE VIII - SUBSCRIBER AND INCORPORATOR

The name and street address of Subscriber of same, and the number of shares of stock she agrees to take, and the value of the consideration therefore is:

NAME AND ADDRESS

SHARES

CONSIDERATION

250

\$0.25

Annah Murphy
48 Hunter Court
Ormond Beach, Florida 32174

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The name and street address of Incorporator is:

NAME AND ADDRESS

DEC Consultants, Inc.
1515 Indian River Boulevard, Suite A-210
Vero Beach, Florida 32960

ARTICLE IX- INDEMNIFICATION

Each Director and Officer, in consideration of services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

ARTICLE X- INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XI- STOCK RESTRICTIONS

No Shareholder of this Corporation 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 Shareholder of this Corporation who is not a resident within this state shall become obligated to divest themselves of such stock in the Corporation in the manner provided by the Bylaws of this Corporation. The Shareholders of this Corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its Shareholders or in the event of the death of any of its Shareholders. No Shareholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall be approved at a Shareholders' Meeting, especially called for such purpose.

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ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Section 607.1003, *Florida Statutes*. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

ARTICLE XIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XIV - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER OR CONSOLIDATION**

Approval of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another entity organized under Chapter 607, *Florida Statutes* hereunder.

ARTICLE XV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned, the Incorporator, has executed these Articles of Incorporation this 28th day of May 2010.

DEC Consultants, Inc.

By: 
Robert Rappel, President

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that SOM HOLDINGS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named DEC Consultants, Inc., located at: 1515 Indian River Boulevard, Suite A210, Vero Beach, FL 32960, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

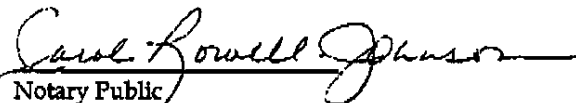
Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

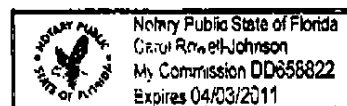
DEC Consultants, Inc.

By: 
Robert Rappel, President

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 28 day of May 2010, by Robert Rappel, President of DEC Consultants, Inc., who is personally known to me and who did not take an oath.


Notary Public
Commission Number:



Articles of Incorporation 05.24.2010

Robert Rappel, DO, JD
RAPPEL HEALTH LAW GROUP, P.L.
1515 Indian River Boulevard, Ste A-210
Vero Beach, Florida 32960
772.778.8885 Fax: 772.778.8883
Florida Bar No.: 0015156

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