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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ALL STAR PEDIATRIC CARE, P.A.**

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ARTICLES OF INCORPORATION  
OF

ALL STAR PEDIATRIC CARE, P.A.

**THE UNDERSIGNED**, who is duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Services Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

**Article I – Name of Corporation and Duration**

The name of this professional corporation is All Star Pediatric Care, P.A. The professional corporation shall exist perpetually. The effective date upon which the Corporation shall come into existence shall be the date these Articles of Incorporation are filed by the Secretary of State.

**Article II – Principal Office and Mailing Address**

The mailing address and principal office of the Corporation is 9339 NW 1<sup>st</sup> Street, Plantation, Broward County, Florida 33324

**Article III – Registered Office and Agent**

The address of the registered office of this Corporation shall be:

Stuart A. Teller, P.A.  
7320 Griffin Road, Suite 216  
Davie, Florida 33314

The name of the registered agent of this Corporation at that address shall be:

Stuart A. Teller, Esquire

**Article IV – Incorporator**

The following is the name and street address of the incorporator signing these Articles of Incorporation:

Name

Address

Sam A. Skaff, M.D.

9339 NW 1<sup>st</sup> Street  
Plantation, Florida 33324

**Article V – General Nature Of Business**

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine or Doctor of Osteopathy duly licensed under the laws of the State of Florida, is authorized

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to render, but such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this 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 or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### **Article VI – Capital Stock**

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1000) shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital-stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **Article VII – Board of Directors**

A. Only shareholders of this Corporation shall be eligible to be directors of this Corporation. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Directors

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shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

B. This Corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At each annual meeting, the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill vacancy shall hold office only until the next election of directors by the shareholders.

E. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the shares then entitled to vote at an election of directors, and only if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

F. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Stock Purchase and Shareholders' Agreement between this Corporation and this Corporation's shareholders (a "Shareholders' Agreement"), by contract or by law, a majority of the number of directors shall constitute a quorum for the transaction of business. The act of at least a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

### **Article VIII – Shareholders**

A. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine or Doctor of Osteopathy under the laws of the State of Florida.

B. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Shareholders' Agreement, by contract or by law, a majority of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, when a specified item of business is required to be voted on by a class or series of stock, a majority of all share; of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

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C. If a quorum is present, the affirmative vote of at least a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise provided by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

D. Each outstanding share, regardless of class, shall be entitled to one Vote on each matter submitted to vote at a meeting of shareholders.

E. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

### **Article IX – Bylaws**

The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

### **Article X – Additional Corporate Powers**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this Corporation, or a shareholders' agreement between this Corporation and its shareholders setting forth the tenor and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for The benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

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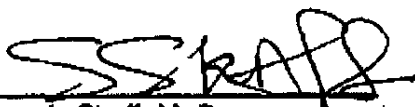
### Article XI – Amendment

These Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

### Article XII - Dissolution

The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding shares of the corporation entitled to vote thereon.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this on 16<sup>th</sup> day of November, 2013.

  
Sam A. Skaff, M. D.  
Incorporator

ME102179  
[License number]

STATE OF FLORIDA )  
COUNTY OF BROWARD) SS:

The foregoing instrument was sworn to and subscribed before me this day by Sam A. Skaff, M.D. who is personally known to me or has produced \_\_\_\_\_ as identification

Witness my hand and official seal, this 16<sup>th</sup> day of November, 2013

  
Notary Public State of Florida

Commission Expires: \_\_\_\_\_



\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Signature/Registered Agent

11-16-2013  
Date

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