

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MARTHA M. ESPERON, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
MARTHA M. ESPERÓN, P.A.**

**ARTICLE I - CORPORATE NAME**

The name of the Corporation shall be: **MARTHA M. ESPERÓN, P.A.**

**ARTICLE II - PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal office of the Corporation shall be:

312 Minorca Avenue  
Coral Gables, Florida 33134

The mailing address of the Corporation shall be:

310 N.W. 135 Avenue  
Miami, Florida 33182

**ARTICLE III - NATURE OF CORPORATE BUSINESS**

The Corporation, through its officers and employees, shall be authorized to engage in the provision of legal services pursuant to the licenses which such officers and employees have obtained from the State of Florida; to engage in any activities which will facilitate and promote the provision of such legal services through the Corporation's officers and employees; and to invest the Corporation's funds in real estate, mortgages, stock, bonds and any investments within the meaning of Florida Statutes Section 621.08 of the Florida Professional Service Corporation Act. This corporation shall not be authorized to engage in any business other than the provision of legal services.

The Corporation is intended to be a professional service corporation within the meaning of the Florida Professional Service Corporation Act, and accordingly, the Corporation, its officers, directors, and shareholders shall be subject to all of the sections of said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the Corporation and its officers, directors and shareholders as stated in Chapter 621, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock, having a par value of one cent (\$0.1) per share. The consideration to be paid for each share of stock shall be fixed by the board of directors of the Corporation.

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**ARTICLE V - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

Martha M. Esperón, Esq.  
310 N.W. 135 Avenue  
Miami, FL 33182

**ARTICLE VI - INCORPORATOR**

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

Martha M. Esperón, Esq.  
310 N.W. 135 Avenue  
Miami, FL 33182

**ARTICLE VII - EFFECTIVE DATE**

The effective date of these Articles of Incorporation shall be December 18, 2014.

The undersigned incorporator, for the purpose of forming a professional service corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated above are true.

  
\_\_\_\_\_  
Martha M. Esperón, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FORGOING PROFESSIONAL SERVICES CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF ORGANIZATION THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HER DUTIES.

DATED THIS 18TH DAY OF DECEMBER, 2014.

  
Martha M. Esperón

**UNANIMOUS WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND DIRECTOR  
OF  
MARTHA M. ESPERÓN, P.A.**

The undersigned, constituting the sole Shareholder and Director of MARTHA M. ESPERÓN, P.A., a Florida professional services corporation (the "Company"), acting by unanimous written consent in lieu of an organizational meeting, hereby adopts, approves and authorizes the actions set forth below and hereby directs the Secretary of the Company to place this consent in the minutes of the proceedings of the Shareholders and Board of Directors of the Company.

1. The sole Shareholder and Director of the Company hereby: (a) approves the Articles of Organization of the Company submitted to the Secretary of State of Florida on December 18, 2014, and (b) directs the Secretary of the Company to place a copy of the Certificate of Organization and accompanying documents in the minute book of the Company.
2. The sole Shareholder and Director of the Company hereby elects each of the following individuals to the office or offices set forth beside his name, each to serve until her successor is elected and qualified or until his earlier death, resignation or removal:

Martha M. Esperón — President, Treasurer and Secretary

3. The sole Shareholder and Director of the Company hereby approves the establishment of bank accounts for the Company and approves and adopts the printed form resolutions authorizing such bank accounts.
4. The sole Shareholder and Director of the Company hereby authorizes and directs each of the officers of the Company, in the name and on behalf of the Company and under the seal of the Company or otherwise, to execute and deliver such agreements, certificates, documents, instruments and notices and take all other actions and to do all things as each such officer may deem necessary and appropriate in order to carry out and effect the intent of the foregoing actions, and hereby ratifies and confirms any and all such actions.

Executed by the undersigned, constituting the sole Shareholder and Director of MARTHA M. ESPERÓN, P.A., on December 18, 2014.

  
\_\_\_\_\_  
Martha M. Esperón