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15 MAR 16 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR 18 2015

S. GILBERT

# ARTICLES OF INCORPORATION

FOR

ALLIANCE MEDICAL OFFICE MANAGEMENT, INC.

FILED  
15 MAR 16 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form(s) a corporation under the Laws of the State of Florida.

## ARTICLE I - NAME

The name of the corporation is: **ALLIANCE MEDICAL OFFICE MANAGEMENT, INC.**

## ARTICLE II - PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To engage in and transact any and all lawful business for which corporations may be incorporated under Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.
- C. Other purposes include:
  - 1. Manage the practice of health care organizations to improve their performance and operations.
  - 2. Plan, organize, direct, and coordinate the activities of health care facilities.
  - 3. Provide staffing for health care facilities; reserving the right to hire and terminate employees.
  - 4. To enter into contractual agreements with health care facilities to plan, direct, coordinate all operational activities for such facilities.
  - 5. Provide management consulting services to health care facilities.
  - 6. Provide strategies for development of health care facilities.
  - 7. Function in the capacity as medical office management in all aspects of medical office manager, wether stated or implied; limitless activities.

## ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock and shall have a par value of \$1.00 per share.

## ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be invested exclusively in the Board of Directors; each with one vote.

## ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

**ARTICLE VI - STATUS**

This corporation elects Sub-Chapter "S" status for taxation purposes in accordance to applicable Federal and State Laws and will file Form 2553 with the Internal Revenue Service.

**ARTICLE VII - TERMS OF EXISTENCE**

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

**ARTICLES VIII - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he/she already hold(s) shall have the right to purchase his/her pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE IX -  
PRINCIPAL OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent is:

Jean Alexandre  
6245 Miramar Pkway, Unit 2  
Miramar, Fl 33023

The principal office of this corporation is:

6245 Miramar Pkway, Unit 2  
Miramar, Fl 33023

**ARTICLE X - INITIAL BOARD OF DIRECTORS**

This corporation shall have at least three (3) director initially. The name and street addresses of the initial director is::

Michael Poitevien	PRESIDENT
6245 Miramar Pkway, Unit 2	
Miramar, Fl 33023	

Jean Alexandre	SECRETARY
6245 Miramar Pkway, Unit 2	& TREASURER
Miramar, Fl 33023	

Marie S. Nemorin	VICE PRESIDENT
6245 Miramar Pkway, Unit 2	
Miramar, Fl 33023	

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## **ARTICLE XI - INCORPORATOR**

The name and street address of the incorporator of these articles of incorporation is:

Jean Alexandre  
6245 Miramar Pkway, Unit 2  
Miramar, Fl 33023

## **ARTICLE XII - INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which she is or shall be made a party by reason of being or having been a Director or Officer of the corporation (whether or not she is a Director or Officer of the corporation at the time she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her) except in relation to matters as to which she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## **ARTICLE XIII - DISCLOSURE**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

## **ARTICLE XIV - BYLAWS**

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

**ARTICLE XV - AMENDMENTS**

An amendment to these Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

**ARTICLE XVI - INDEBTEDNESS**

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned have signed these articles of incorporation on the 12th day of March, 2015.

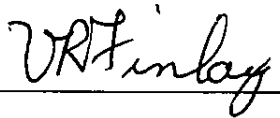
  
\_\_\_\_\_  
Jean Alexandre  
The Incorporator

**STATE OF FLORIDA**

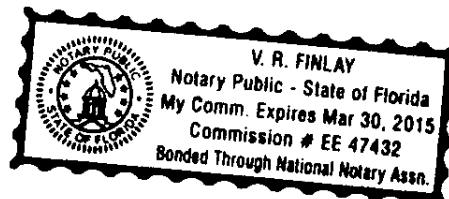
**COUNTY OF MIAMI-DADE**

Before me personally appeared Jean Alexandre, who is personally known to me, and who executed the foregoing articles of incorporation acknowledge to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of March 2015.

  
\_\_\_\_\_  
V.R. Finlay  
Notary Public, State of Florida

My Commission Expires: 3/30/2015.



**STATE OF FLORIDA  
DEPARTMENT OF THE SECRETARY OF STATE**

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

Jean Alexandre  
6245 Miramar Pkway, Unit 2  
Miramar, Fl 33023

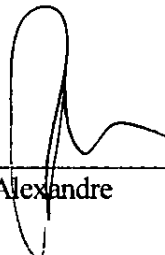
The following is submitted, in compliance  
with Chapter 48.091, Florida Statutes:

**FIRST THAT, ALLIANCE MEDICAL OFFICE MANAGEMENT, INC.**  
desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at  
the County of Broward, State of Florida, has named

Jean Alexandre  
6245 Miramar Pkway, Unit 2  
Miramar, Fl 33023

as its agent to accept service of process within Florida.

DATED this 12th day of March, 2015.

  
\_\_\_\_\_  
Jean Alexandre

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS  
CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED this 12th day of March, 2015.

  
\_\_\_\_\_  
Jean Alexandre

Whose address is: 6245 Miramar Pkway, Unit 2, Miramar, Fl 33023