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Division of Corporations

No. 0631 P. 1 of 2

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
EDGAR MORALES, M.D., P.A.**

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**ARTICLES OF INCORPORATION  
OF  
EDGAR MORALES, M.D., P.A.  
(a corporation for profit)**

The undersigned natural person, competent and licensed to practice as a medical doctor in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is **EDGAR MORALES, M.D., P.A.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual duration. The effective date of this document and the date upon which corporate existence shall begin is upon the filing of these Articles.

**ARTICLE III  
PURPOSES AND POWERS**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by licensed physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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**ARTICLE IV**  
**AUTHORIZED SHARES**

a. The aggregate number of shares which the corporation is authorized to issue is **One Thousand (1,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

b. Shares of the corporation's stock and certificates shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall initially be 1802 Spring Road, Cleveland, Ohio 44109.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 2381 Fruitville Road, Sarasota, Florida 34237, and the name of its initial registered agent at that office is Stephen D. Spangler.

**ARTICLE VII**  
**MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President: Edgar Morales, M.D.

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Secretary: Edgar Morales, M.D.

Treasurer: Edgar Morales, M.D.

Vice President: Edgar Morales, M.D.

**ARTICLE X**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Edgar Morales, M.D.  
637 Keely Court  
Philadelphia, PA 19128

**ARTICLE XI**  
**NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of the incorporator of this corporation are as follows:

Edgar Morales, M.D.  
637 Keely Court  
Philadelphia, PA 19128

**ARTICLE XII**  
**BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

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**ARTICLE XIII**  
**MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV**  
**QUORUM AT SHAREHOLDERS' MEETING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

**ARTICLE XV**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE XVI**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XVII**  
**AMENDMENT OF ARTICLES**

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming this professional service corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 14 day of January, 2017.

Signed, sealed and delivered  
in the presence of:

Louder Flores Fajone  
Print Name: LOUDER FLORES FAJONE

EDGAR MORALES  
EDGAR MORALES, M.D.  
as incorporator

Michael M. Lewis  
Print Name: Michael M. Lewis

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

The foregoing Articles of Incorporation was acknowledged before me this 14 day of January, 2017, by **EDGAR MORALES, M.D.**, who [ ] is personally known to me or who [☒] has produced a drivers license as identification. 32 423 779

Elizabeth Farrell  
Notary Name:  
State of Pennsylvania  
My Commission Expires:

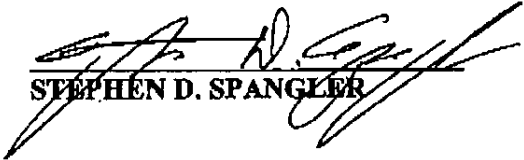
NOTORIAL SEAL  
ELIZABETH FARRELL, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires April 20, 2018

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### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: January 10, 2017

  
STEPHEN D. SPANGLER

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