

3/31/2020

Division of Corporations

P18000013039

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H20000097121 3)))



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Account Number : 076666003611  
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\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: jorgelbasto@doctorshq.com

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
111 MADISON BLVD  
TALLAHASSEE, FL 32304

2020 APR - 1 AM 9:22

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
JOEL FRANKEL, M.D., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Please find attached.

APR 02 2020

Electronic Filing Menu

Corporate Filing Menu

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Fax Audit # (((H20000097121 3)))

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
JOEL FRANKEL, M.D., P.A.

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF JOEL FRANKEL, M.D., P.A. (the "Amended and Restated Articles") were adopted on January 1, 2020 (the "Effective Date") by the shareholders of JOEL FRANKEL, M.D., P.A., a Florida professional corporation (the "Corporation") pursuant to Sections 607.1003 and 607.1007, Florida Statutes.

WITNESSETH:

WHEREAS, the Corporation's original Articles of Incorporation, document number P18000013039, were filed with the Florida Secretary of State on February 8, 2018 (the "Articles");

WHEREAS, the Corporation, its Director and Shareholders believe it to be in the best interests of the Corporation to provide for the sale of all shares of the common stock of the Corporation, and in connection therewith, it is necessary to amend and restate the Articles; and

WHEREAS, as a result of the sale of common stock, the Corporation, its Director and Shareholders believe it to be in the best interests of the Corporation to change the name of the Corporation and convert the form of the entity from a Florida professional corporation to a Florida corporation pursuant to the provisions of Florida Statutes Chapter 607 and Chapter 621.

NOW, THEREFORE, pursuant to the provisions of Florida Statutes Section 607.1003 and 607.1007, the Corporation hereby adopts the following Amended and Restated Articles:

ARTICLE I  
NAME

The name of this corporation is: Healthy Lung Associates, Inc. (the "Corporation").

ARTICLE II  
PURPOSE

The purpose for which this Corporation is organized is:

Any and all lawful business permitted under the laws of the United States of America and the State of Florida.

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DIVISION OF CORPORATIONS  
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**ARTICLE III  
PRINCIPAL OFFICE**

The principal place of business address of the Corporation is:

2951 NW 49<sup>th</sup> Avenue, Suite 202  
Fort Lauderdale, Florida 33313

The mailing address of the Corporation is:

2951 NW 49<sup>th</sup> Avenue, Suite 202  
Fort Lauderdale, Florida 33313

**ARTICLE IV  
STOCK**

This Corporation is authorized to issue not more than Ten Thousand (10,000) shares of common stock having a \$0.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

**ARTICLE V  
EXISTENCE**

The Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida or as provided in the Bylaws of this Corporation. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent is:

Juan C. Basto  
3850 Coconut Creek Parkway, Suite #3  
Coconut Creek, Florida 33066

**ARTICLE VII  
STOCK TRANSFERABILITY**

No stockholder of the Corporation may sell or transfer his shares in the Corporation except as set forth in that certain Stockholders' Agreement of the Corporation.

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**ARTICLE VIII  
DIRECTORS**

The Corporation shall have one (1) director. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

The name and street addresses of the directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Juan C. Basto	3850 Coconut Creek Parkway, Suite #3 Coconut Creek, Florida 33066

Said directors are of full age and are citizens of the United States of America. The aforesaid directors shall hold their offices until the next annual meeting of the stockholders or until their successors are elected and have qualified.

**ARTICLE IX  
OFFICERS**

The officers of the Corporation are:

President: Juan C. Basto

**ARTICLE X  
BYLAWS**

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

**ARTICLE XI  
INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, has the power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

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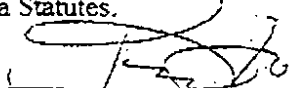
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**ARTICLE XII  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

**ARTICLE XIII  
AUTHORIZATION**

*The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Shareholder and Director at a meeting held on January 1, 2020 in accordance with Section 607.1003 and 607.1007 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 607, Florida Statutes.*

  
\_\_\_\_\_  
Juan C. Basto, President

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Juan C. Basto

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IN WITNESS WHEREOF; the undersigned has executed these Amended and Restated Articles of Incorporation effective as of the Effective Date.

JOEL FRANKEL, M.D., P.A.  
a Florida professional corporation

By: 

Juan C. Basto, President

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April 1, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

JOEL FRANKEL, M.D., P.A.  
2951 NW 49TH AVE., STE. 202  
FORT LAUDERDALE, FL 33313

SUBJECT: JOEL FRANKEL, M.D., P.A.  
REF: P18000013039

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The Amended and Restated Articles may not have two date of adoptions. Please review and correct, accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000097121  
Letter Number: 620A00007104

2020 APR -1 PM 2:25