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FLORIDA PROFIT/NON PROFIT CORPORATION

Rafael Sanchez-Ponce, M.D., P.A.

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November 16, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HILL WARD HENDERSON

SUBJECT: RAFAEL SANCHEZ-PONCE, M.D., P.A.
REF: W21000147724

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

The specific business purpose of the professional association must be stated in the document.

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) 245-6052.

Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: H21000421053
Letter Number: 621A00027774

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**ARTICLES OF INCORPORATION
OF
RAFAEL SANCHEZ-PONCE, M.D., P.A.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be Rafael Sanchez-Ponce, M.D., P.A.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be 2200 Caboosc Lane, #302, Odessa, Florida 33556.

**ARTICLE III
Shareholders and Capital Stock**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

**ARTICLE IV
Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 2200 Caboosc Lane, #302, Odessa, Florida 33556 and the initial registered agent of this corporation at such office shall be Rafael Sanchez-Ponce. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

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**ARTICLES OF INCORPORATION OF
RAFAEL SANCHEZ-PONCE, M.D., P.A.**

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**ARTICLE V
Board of Directors**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the shareholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders.

**ARTICLE VI
Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualify. The name and street address of the initial director is:

Rafael Sanchez-Ponce - 2200 Caboose Lane, #302, Odessa, Florida 33556

**ARTICLE VII
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

Rafael Sanchez-Ponce - 2200 Caboose Lane, #302, Odessa, Florida 33556

**ARTICLE VIII
Effective Date**

The Effective Date of these Articles of Incorporation shall be: January 1, 2022.

**ARTICLE IX
Purposes and Duration**

The general purposes for which this Corporation is organized are the conduct of a medical practice by physicians licensed to practice medicine under the laws of the State of Florida and the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "FBCA"), and the Florida Professional Services Corporation and Limited Liability Company Act (Chapter 621, Florida Statutes), and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the FBCA. This Corporation shall have perpetual existence.

**ARTICLE X
RENDITION OF PROFESSIONAL SERVICES**

The Corporation shall render the professional services described in Article IX only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The term

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**ARTICLES OF INCORPORATION OF
RAFAEL SANCHEZ-PONCE, M.D., P.A.**

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"agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a license or other legal authorization is required.

**ARTICLE XI
Bylaws**

The power to adopt the bylaws of this corporation, to alter, amend, or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

**ARTICLE XII
Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 16 day of November 2021.



Rafael Sanchez-Ponce

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT OF
RAFAEL SANCHEZ-PONCE, M.D., P.A.**

The undersigned, Rafael Sanchez-Ponce, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 16 day of November 2021.



Rafael Sanchez-Ponce

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