

# P95000002545

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LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800001375139

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OFFICE USE ONLY

(904)385-6735

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Neurosurgical Emergency Group PC  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
NEUROSURGICAL EMERGENCY GROUP, P.A.**

FILED  
95 JAN -4 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a professional corporation under the laws of the State of Florida:

**ARTICLE I**

The name of the proposed corporation shall be:  
NEUROSURGICAL EMERGENCY GROUP, P.A.

**ARTICLE II**

**Duration.** The corporation is to commence its corporate existence on the day of incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

**ARTICLE III**

**Purpose.** The corporation is organized for the following purposes.

- a. To engage in the practice of medicine a professional medical corporation and to carry on services incident thereto. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment and furtherance of the purposes and objectives of this corporation.
- c. The professional services of this corporation shall be carried out only through its officers, employees, agents and subcontractors each of whom has been authorized to practice medicine in the State of Florida.

**ARTICLE IV**

**Fiscal Year.** The fiscal year of the corporation shall be determined by the Board of Directors.

**ARTICLE V**

**Stated Capital.** The corporation is authorized to issue 500 (Five Hundred) shares of \$1.00 (One Dollar) par value common stock of a single class.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually

performed for the corporation. Thereafter, such shares shall be deemed fully paid and nonassessable.

Only those persons or corporations legally authorized within this State to render the same professional service as stated above, may be shareholders of this professional corporation and the sale or transfer of stock of this professional corporation to anyone not licensed or authorized is prohibited.

#### ARTICLE VI

Board of Directors. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased from time to time in accordance with the By-Laws of the corporation.

The name and street address of the initial director who shall hold office until his/her successors are elected, who shall be chosen at the first meeting of the stockholders, shall be:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Jose L. Joy	1321 N.W. 14 St. #400 Miami, Fl. 33125

#### ARTICLE VII

Indemnification. Every person who is now or hereafter shall become a Director or Officer of this corporation, shall be indemnified by the corporation against all costs and expenses, (including attorney's fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he/she is or shall be made a party by reason of his/her being, or having been an Officer or Director of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such costs or expenses are incurred by him/her or is imposed on him/her. However, an exception is made to the above, in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceedings to have been derelict in the performance of his/her duties imposed on him/her as Officer or Director. The right of indemnification herein 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 VIII

By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders, but the Board of Directors may not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders provide that such by-laws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE IX**

**Amendment.** The corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X**

**Incorporator.** The name and address of the incorporator to these Articles of Incorporation is:

**NAME**

**ADDRESS**

Dr. Jose L. Joy

1321 N.W. 14 St. #400  
Miami, Fl. 33125

**ARTICLE XI**

The name and address of the Registered Agent and office is:

Dr. Jose L. Joy  
1321 N.W. 14 St. #400  
Miami, Fl. 33125

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

**SIGNATURE:**

**DATE:**

*Jose L. Joy*  
12-23-04

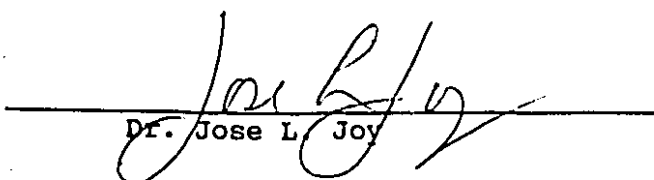
**ARTICLE XII**

**Principal Place of Business.** The principal place of business and mailing address of this corporation shall be:

1321 N.W. 14 St. #400  
Miami, Fl. 33125

or at such other place as may be later designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation this 3rd day of JANUARY, 1975.

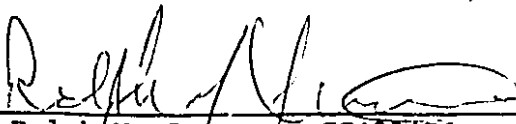
  
Dr. Jose L. Joy

STATE OF FLORIDA

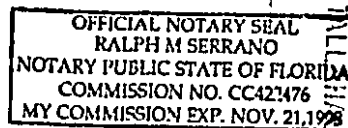
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, Dr. Jose L. Joy, known to me and known by me to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of JANUARY, 1975, at Miami, Dade County, Florida.



Ralph M. Serrano CC422476  
Notary Public-State of Florida



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JAN-4, PM 1:12

FILED