

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32314  
904-222-9171  
904-222-0193 FAX

800-342-8086

**CSC networks**

P95000020380

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 559601 82361A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 13, 1995

ORDER TIME : 2:58 PM

ORDER NO. : 559601

CUSTOMER NO: 82361A

CUSTOMER: Roger Lambert, Esq  
KRAMER ALI & LAMBERT

Suite 205  
14155 U.S. Highway One  
Juno Beach, FL 33408

DOMESTIC FILING

P95000020380

NAME: JEFFREY L. PRESSER, M.D., P.A.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

FILED  
95 MAR 13 PM 3 21  
3-14-95  
02/4



ARTICLES OF INCORPORATION  
OF  
JEFFREY L. PRESSER, M.D., P.A.

FILED  
95 MAR 13 PM 3 21  
CLERK

THE UNDERSIGNED natural person, who is licensed or otherwise legally authorized to practice the profession of medical care within the State of Florida, hereby files these Articles of Incorporation with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is "JEFFREY L. PRESSER, M.D., P.A."

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

A. To engage in the practice of medical care and the provision of medical care and treatment to the general public, as a professional association and to carry out 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 or furtherance of the purposes or objects of this corporation.

C. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom has been duly licensed and authorized to provide medical care within the State of Florida.



#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have the authority to issue is 7,500 of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

#### ARTICLE V - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment and 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 shareholders shares and pay him all amount owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE VI - INDEMNIFICATION

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



#### ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VIII - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### ARTICLE IX - INITIAL OFFICE AND AGENT

The street address of this corporation's principal place of business is 5589 Cypress Tree Court, Palm Beach Gardens, 33418, and its initial registered office in Florida is Suite 205, 14155 U.S. Highway One, Juno Beach, Florida 33408, and the name of its initial registered agent at that address is ROGER C. LAMBERT, ESQUIRE.

#### ARTICLE X - DIRECTORS

The number of Directors constituting the initial board of Directors of this corporation



is one (1). The names and addresses of the person to serve as Director until the first annual meeting of the Shareholders, or until their successor is elected and qualify, is:

<u>Name</u>	<u>Address</u>
JEFFREY L. PRESSER, M.D.	5589 Cypress Tree Court Palm Beach Gardens, Florida 33418

#### ARTICLE XI - INCORPORATOR

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
JEFFREY L. PRESSER, M.D.	5589 Cypress Tree Court Palm Beach Gardens, Florida 33418

#### ARTICLE XII - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least one hundred percent (100%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

#### ARTICLE XIII - BY LAWS

The By-Laws of the corporation shall be initially adopted by the Shareholders, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.



**ARTICLE XIV - COMMON DIRECTORS  
AND TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

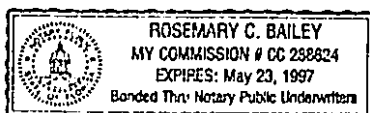
Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.


Dated this 9<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
JEFFREY L. PRESSER, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing, Articles of Incorporation were acknowledged before me this 9<sup>th</sup> day of March, 1995 by JEFFREY L. PRESSER.



  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large:  
My Commission Expires: 5-23-97



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

FILED  
95 MAR 13 11 09 21

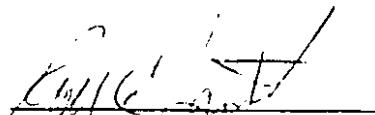
The following is submitted pursuant to S48.091(1) and S607.034, Florida Statutes

JEFFREY L. PRESSER, M.D., P.A., desiring to organize under the laws of the State of Florida being in the County of Palm Beach, has named ROGER C. LAMBERT, ESQUIRE at Suite 205, 14155 U.S. Highway One, Juno Beach, Florida, 33408, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the above stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

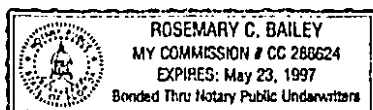
Dated this 9<sup>th</sup> day of March, 1995.

  
ROGER C. LAMBERT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 11<sup>th</sup> day of March, 1995 by ROGER C. LAMBERT.



NOTARY PUBLIC

State of Florida at Large

My Commission Expires: May 23, 1997



P95000020380

LAW OFFICES  
GOLDMAN & PRESSER

106 KOGER BUILDING  
3986 BOULEVARD CENTER DRIVE  
JACKSONVILLE, FLORIDA 32207-2819

JOEL L. GOLDMAN  
BOARD CERTIFIED MARITAL AND FAMILY LAWYER  
CERTIFIED FELLOW AMERICAN ACADEMY  
OF MATRIMONIAL LAWYERS

TELEPHONE (904) 398-0302  
FACSIMILE (904) 398-0588

EDWIN PRESSER  
CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING  
REAL PROPERTY LAW

October 24, 1995

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Jeffrey L. Presser, M.D.,  
P.A., Articles of Amendment

Gentlemen:

Enclosed herewith please find the Articles of Amendment for the above referenced corporation.

Also enclosed is a check in the amount of \$35.00. Please file these Articles of Amendment immediately, and send notice of filing to this office.

Thank you for your assistance and courtesy in this matter.

Very truly yours,

GOLDMAN & PRESSER

*Edwin Presser*

Edwin Presser

EP\jg  
Enclosure  
cc: J.L. Presser, M.D.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 27 PM 4:49

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amend*

TLL OCT 30 1995



ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
JEFFREY. L. PRESSER, M.D., P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 27 PM 4:49


Jeffrey L. Presser, M.D., P.A. a corporation organized and existing under the laws of the State of Florida hereby amends its Articles of Incorporation in the following particulars:

1. Article X - DIRECTORS is deleted in its entirety, The following is adopted in lieu thereof:

ARTICLE X - MANAGEMENT

The business and activities of this corporation shall be managed by the Stockholders of the corporation, and this corporation shall have no Board of Directors.

IN WITNESS WHEREOF, the President and Secretary of the corporation have signed this amendment, this 16<sup>TH</sup> day of Oct. 1995, 1995.

  
JEFFREY L. PRESSER, M.D.  
President/Secretary

The undersigned, being the sole stockholder of JEFFREY L. PRESSER, M.D., P.A. hereby manifests it to be his intention that the foregoing amendment to the Articles of Incorporation of this corporation be adopted.

DATED: 16 OCTOBER, 1995

  
JEFFREY L. PRESSER, M.D.  
Sole Stockholder

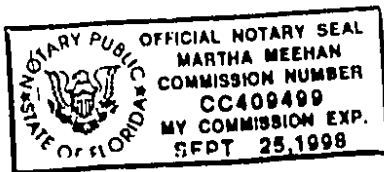
STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared JEFFREY L. PRESSER, M.D., as sole stockholder and president of JEFFERY L. PRESSER, M.D., P.A. to me well known and known to me to be the individual described in and who executed the foregoing



instrument, and acknowledged before me, under oath, that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of October, 1995, in the County and State aforesaid.



*Martha Meehan* MARTHA MEEHAN  
Florida Notary Public (Signature)

(NAME OF NOTARY TYPED, PRINTED OR STAMPED)  
My commission expires: 9/25/98  
Commission No.: CC 409499