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Florida Bars

FILED
95 SEP 22 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 1995

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

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***122.50 ***122.50

RE: INCORPORATION OF: FRANK L. TOMAKA, M.D., P.A.

DEAR SIRs:

ENCLOSED PLEASE FIND FOR FILING WITH YOUR OFFICE THE FOLLOWING:

1. ARTICLES OF INCORPORATION;
2. CERTIFICATE DESIGNATING PLACE OF BUSINESS AND DESIGNATION OF RESIDENT AGENT, WITH ACCEPTANCE OF RESIDENT AGENT.

KINDLY PROVIDE ME A CERTIFIED COPY OF THE CERTIFICATE OF INCORPORATION, WITH CERTIFIED COPIES OF THE ARTICLES, FOR WHICH A CHECK IN THE AMOUNT OF \$122.50 IS ENCLOSED.

THANK YOU FOR THE ANTICIPATED COOPERATION.

Very truly yours,

JOHN F. PHILLIPS

JFP:mc

Pa 15-95

ARTICLES OF INCORPORATION

OF

FRANK L. TOMAKA, M.D., P.A.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Professional Service Corporation, being natural persons competent to contract, and admitted to practice as a medical physician under the laws of the State of Florida, desires to establish a Professional Service Corporation under and in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is FRANK L. TOMAKA, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: the practice of medicine by graduate physicians licensed to practice in the State of Florida, the furnishing of related clinical services and the lease or purchase of such real and personal property as is necessary for the rendering of this practice.

The investment of funds and real estate, mortgages, stocks, bonds, or any other type of investments.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be five hundred (500) shares of One Dollar (\$1.00) par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1986, as amended.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1625 Southeast Third Avenue, Suite 600, Fort Lauderdale, Florida 33316.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Frank L. Tomaka	1625 SE Third Avenue, Suite 600 Fort Lauderdale, Florida 33316

ARTICLE IX

INITIAL OFFICERS

The names and post office addresses of the first Officers are:

<u>Name and Address</u>	<u>Title</u>
Frank L. Tomaka 1625 SE Third Avenue, Suite 600 Fort Lauderdale, Florida 33316	President, Vice President, Secretary, Treasurer

ARTICLE X

SUBSCRIBER

<u>Name and Address</u>	<u>Shares</u>	<u>Consideration</u>
Frank L. Tomaka 1625 SE Third Avenue, Suite 600 Fort Lauderdale, Florida 33316	500	\$500.00

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

LIMITATION ON CORPORATION STOCK

1. No one other than an individual who is duly licensed as a medical physician under the laws of the State of Florida may own any corporate stock in this corporation; nor may any stockholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, stockholders, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida or is elected to a public office or accepts

employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No stockholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a stockholder of the corporation.

ARTICLE XIII

EFFECTIVE DATE

The effective date of this corporation shall be the date as filed with the office of the Secretary of State.

ARTICLE XIV

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Office of this Corporation is Frank L. Tomaka, 1625 SE Third Avenue, Suite 600, Fort Lauderdale, Florida 33316.

IN WITNESS WHEREOF the undersigned, being the original subscribers to the capital stock hereinabove named, for the purposes of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and hereunto set our hands

and seals this 19 day of Sept., 1995.

Frank L. Tomaka
FRANK L. TOMAKA

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledge before me this 19
day of Sept., 1995, by Frank L. Tomaka, who is
personally known to me and who did take an oath.

John Francis Phillips
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

Print Name

MY COMMISSION EXPIRES:



JOHN FRANCIS PHILLIPS
MY COMMISSION # CC469223 EXPIRES
June 18, 1999
BONDED TRULY TRUST FARM INSURANCE, INC

(SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: That FRANK L. TOMAKA, M.D., P.A., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at the city of : FT. LAUDERDALE,
FLORIDA, State of Florida, has named:

FRANK L. TOMAKA, located at: 1625 S.E. 3RD AVENUE, SUITE NO.: 600,
FT. LAUDERDALE, FLORIDA 33316, state of Florida as its agent to
accept service of process within the State of Florida.

SIGNATURE: 

TITLE:

ITS PRESIDENT

FRANK L. TOMAKA, M.D.

DATE:

SEPTEMBER 19, 1995

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.

SIGNATURE: 

FRANK L. TOMAKA, M.D.

DATE: SEPTEMBER 19, 1995

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