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

1. Meredith C. Dalgren
(Corporation Name) (Document #)
2. M.D., M.D., M.D.
(Corporation Name) (Document #)
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NEW FILINGS

Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS

Amendment
Resignation of R.A. Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

200001698932
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****122.50 ****122.50

OTHER FILINGS

Annual Report
Fictitious Name
Name Reservation

REGISTRATION/
QUALIFICATION

Foreign
Limited Partnership
Reinstatement
Trademark
Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1996

MEREDITH C. WALGREN
3001 NW 49TH AVENUE STE 202
FORT LAUDERDALE, FL 33313

SUBJECT: MEREDITH C. WALGREN, M.D., PH.D., P.A.
Ref. Number: W9600002230

We have received your document for MEREDITH C. WALGREN, M.D., PH.D., P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00003948

ARTICLES OF INCORPORATION

OF

MEREDITH C. WALGREN, M.D., PH.D., P.A.

THE UNDERSIGNED, has executed the following document, as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

MEREDITH C. WALGREN, M.D., PH.D., P.A.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principle place of business and mailing address of this corporation shall be:

3001 N.W. 49TH AVE., SUITE 202
FT. LAUDERDALE, FL 33313

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and address of the initial Registered Agent of this corporation shall be:

MEREDITH C. WALGREN
3001 N.W. 49TH AVE., SUITE 202
FT. LAUDERDALE, FL 33313

ARTICLE VII

The initial board of Directors shall consist of a total of 1 persons and the name and address of the person who is to serve as an initial director is:

MEREDITH C. WALGREN, PRESIDENT
3001 N.W. 49TH AVE., SUITE 202
FT. LAUDERDALE, FL 33313

ARTICLE VIII

This corporation shall issue 100 shares of authorized common stock.

ARTICLE IX

This corporation is filing as a professional service corporation pursuant to F.S. 621, the Professional Service Corporation Act.

ARTICLE X

The specific nature of business of this professional association is:

PSYCHIATRY & COUNSELING

ARTICLE XI

The name and address of the incorporator executing these Articles of Incorporation is:

MEREDITH C. WALGREN
3001 N.W. 49TH AVE., SUITE 202
FT. LAUDERDALE, FL 33313

The undersigned has executed these Articles of Incorporation this 6th day of January, 1996.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida,

First that MEREDITH C. WALGREN, M.D., PH.D., P.A., INC., desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation has named MEREDITH C. WALGREN, located at FT. LAUDERDALE, County of DADE, State of Florida, as its agent to accept services of process within this state.

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.

SIGNATURE

Meredith C. Walgren
Registered Agent