

P960000 34315 Chapter Number Only

4/15/96

Requester's Name  
4875 N. E. M. Highway 7th  
Address  
F. L. Lauderdale, Jr. 33308  
City State ZIP Phone

772 5151

VALIDATION ONLY

FILED  
APR 19 PM 2:29  
TALLAHASSEE, FLORIDA

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\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

MAGGIE ENLIS, Schenck & STALLIS, M.D.P.A.

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|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment            | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit           | <input type="checkbox"/> Dissolution          | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Annual Report        | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation          | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Photo Copies         | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Call When Ready      | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> After 4:30           | <input type="checkbox"/> Mail Out                   |
| <input checked="" type="checkbox"/> Walk In  | <input checked="" type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up         |

Name
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Examiner
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Acknowledgment
W.P. Verifier

F. CHESSE

APR 19 1996

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EMPIRE Toll Free: 1-800-432-3028

# ARTICLES OF INCORPORATION

OF

MASCARENHAS, SCHWARTZ & STATHIS, M.D., P.A.

The undersigned, desiring to form a Corporation for purposes hereinafter stated, under and pursuant to Chapter the Florida Statutes, do hereby declare as follows:

## I. NAME

The name of the Corporation shall be MASCARENHAS, SCHWARTZ & STATHIS, M.D., P.A.

## II. BUSINESS AND POWERS

SECTION A: The Corporation may engage in rendering of professional medical services and all such other activities as provided in Chapter 621 or Chapter 607, Florida Statutes, as applicable.

## III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be FIVE HUNDRED (500) shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or on-going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

## IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

## V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

## VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 8395 West Oakland Park Boulevard, Sunrise, Florida 33351.

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than four (4) or as may be modified in accordance with the terms and conditions of the By-Laws of the Corporation.

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
EUGENE L. MASCARENHAS, M.D.	8395 West Oakland Park Boulevard Sunrise, Florida 33351
ALAN M. SCHWARTZ, M.D.	8395 West Oakland Park Boulevard Sunrise, Florida 33351
JOHN P. STATHIS, M.D.	8395 West Oakland Park Boulevard Sunrise, Florida 33351

IX. INITIAL OFFICERS

The names and street addresses of the first Officers, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
EUGENE L. MASCARENHAS	President/	8395 West Oakland Park Boulevard Sunrise, Florida 33351
ALAN M. SCHWARTZ	Vice-President	8395 West Oakland Park Boulevard Sunrise, Florida 33351
JOHN P. STATHIS	Secretary/ Treasurer	8395 Oakland Park Boulevard Sunrise, Florida 33351

**X. INCORPORATORS**

The name and street address of each person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR R. ROSENBERG	4875 NORTH FEDERAL HIGHWAY SEVENTH FLOOR FT. LAUDERDALE, FL 33308

**XI. ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have the right, upon its organization, to assign and deliver the subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

**XII. MANAGEMENT**

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

**XIII. TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby

relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

#### **XIV. CUMULATIVE VOTING**

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### **XV. PRE-EMPTIVE RIGHTS**

No shareholder of the Corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of the Corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of the Corporation convertible into shares hereafter issued, optioned or sold by the Corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes or securities of the Corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the Corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the Corporation presently authorized, and any and all debentures, bonds, notes or securities of the Corporation which may be hereafter authorized, may at any time be issued, optioned and contracted for sale, sold and disposed of by the direction of the Board of Directors of the Corporation to such persons, and upon

such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders.

**XVI. INDEBTEDNESS**

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

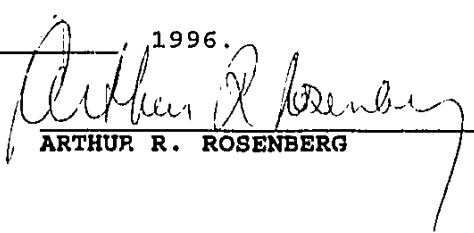
**XVII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4875 NORTH FEDERAL HIGHWAY, SEVENTH FLOOR, FORT LAUDERDALE FLORIDA 33308, and the name of the initial registered agent of this Corporation at that address is ARTHUR R. ROSENBERG.

**XVIII. EFFECTIVE DATE**

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.


IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this

18<sup>th</sup> day of April 1996.  
  
ARTHUR R. ROSENBERG

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF BROWARD    )

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared **ARTHUR R. ROSENBERG**, who is personally known to me or who produced his driver's license as identification, who took an oath and who is well known to be the Incorporator described in and who executed the foregoing Articles of Incorporation of **MASCARENHAS, SCHWARTZ & STATHIS, M.D., P.A.**, and he executed the same as such Incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Florida, on this 18th day of April, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



Jean M. Cimarrante  
MY COMMISSION # CC518026 EXPIRES  
December 6, 1999  
BONDED THRU TRIZ FARM INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **MASCARENHAS, SCHWARTZ & STATHIS, M.D., P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 8395 West Oakland Park Boulevard, Sunrise, Florida 33351, has named **ARTHUR R. ROSENBERG**, located at 4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida 33308, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**ARTHUR R. ROSENBERG**

DATED: 4/11/86

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