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Priority Number Only

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95 APR 25 PM 1:53
TALLAHASSEE, FLORIDA

4-24-96

ALMA

KOPPEN WATKINS

Requestor's Name

700 NE 90 St.

Address

MIAMI FL 33138

City

State

ZIP

Phone

754-5442-1

VALIDATION ONLY

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CORPORATION(S) NAME

WESTON Family Doctors, INC.



MPRAE Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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F. CHESSEB APR 25 1996

**ARTICLES OF INCORPORATION
OF
WESTON FAMILY DOCTORS, INC**

FILED
95 APR 25 PM 1:30
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation in accordance with Chapter 607 of the Florida Statutes adopts the following Articles of Incorporation:

I. NAME

The name and address of this Corporation shall be: WESTON FAMILY DOCTORS, INC.,
2700 Walkers Way, Ft. Lauderdale, Florida 33331.

II. REGISTERED OFFICE

The location and address of the Corporation's initial registered office in the State of Florida is: 700 N.E. 90th Street, Miami, Florida 33138-3206. The initial registered agent is R. DANIEL KOPPEN.

III. PURPOSE

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things with any and all powers to the same extent as natural persons might or could do and specifically the corporation may engage in any activity or business permitted under the laws of the State of Florida.

IV. DURATION

The term of existence of the corporation is perpetual.

V. INCORPORATORS

The name(s) and post office address(es) of the incorporators are:

NAME

ADDRESS

MOHSIN JAFFER

2700 Walkers Way
Ft. Lauderdale, Florida 33331

VI. DIRECTORS

The Board of Directors shall consist of one members. The name(s) and address(es) of the first Board of Directors are:

MOHSIN JAFFER

2700 Walkers Way
Ft. Lauderdale, Florida 33331

VII. SHARE STRUCTURE

Number and Type

The maximum number of shares that the Corporation is authorized to have outstanding is 100 shares. All shares shall be common shares with par value of \$1.00.

Shares of Capital Stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NAME

SHARES

MOHSIN JAFFER

75

DON E. FRIEDEWALD, JR.

25

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

- (1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intent to sell or transfer such shares. Within eight (8) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address, as such address may appear on the books of the corporation. Within eight (8) days after the mailing or delivering of the copies of the notice, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.

- (2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- (3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- (4) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in the notice to any person or persons whomsoever; provided, however, that they shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the corporation.

Authority of Board of Directors

Shares without par value may be issued pursuant to subscriptions taken by the incorporator, for any consideration that may be specified by the incorporator and, after organization, shares

without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporator or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the corporation.

Shareholders' Actions

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

Voting Trusts

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

VIII. STATED CAPITAL

The amount of capital with which the Corporation shall begin business shall be a minimum of \$500.00.

IX. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

X. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a Corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at

which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XI. INDEMNIFICATION

The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and


(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b) and (c) of this section. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this _____ day of April, 1996.



MOHSIN JAFFER, INCORPORATOR

✓

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

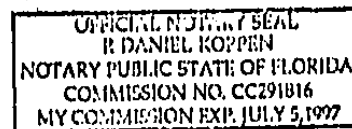
BEFORE ME, the undersigned authority, personally appeared before me MOHSIN JAFFER, to me personally known to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of April, 1996.

My commission expires:

R Daniel Koppen

NOTARY PUBLIC, STATE OF FLORIDA
Commission No.



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

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

FIRST, THAT WESTON FAMILY DOCTORS, INC., 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, STATE OF FLORIDA, HAS
NAMED R. DANIEL KOPPEN, LOCATED AT: 700 N.E. 90TH STREET, MIAMI,
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

SIGNATURE: _____

TITLE: PRESIDENT

DATE: April 23, 1996

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TALLAHASSEE, FLORIDA

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: _____

R. Daniel Koppen
R. DANIEL KOPPEN,
RESIDENT AGENT

DATED: April 23, 1996