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June 21, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/25/96---01015---003
*****70.00 *****70.00

Re: SCOTT A. ALTER, D.P.M., P.A.

Dear Sir/Madam:

I enclose Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00, broken down as follows:

Filing Fee:	\$35.00
Registered Agent Fee:	35.00
TOTAL	\$70.00

Provided herein is a photocopy of the Articles which we request you date stamp and return to us in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter. Please call should you have any questions.

Very truly yours,

MATHEWS SMITH RAILEY
DECUBELLIS & GOODWIN, P.A.

Daniel L. DeCubellis /bkc

Daniel L. DeCubellis

DLD\bkc
Enclosures - Articles
Check
Articles cc
Envelope
cc: Scott A. Alter, D.P.M. (w/Art.)

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FILED
96 JUN 24 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 6/24/96

ARTICLES OF INCORPORATION
OF
SCOTT A. ALTER, D.P.M., P.A.

FILED
96 JUN 24 AM 10:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation, for the purpose of forming a professional service corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this professional service corporation shall be:

SCOTT A. ALTER, D.P.M., P.A.

and its principal office address is:

4701 Meridian Avenue
Miami Beach, Florida 33140

ARTICLE II - EXISTENCE

This professional service corporation shall commence upon filing with the Department of State and shall have perpetual existence.

ARTICLE III - THE BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this professional service corporation or the objects or purposes of the professional service corporation, shall be as follows:

(a) To engage solely and specifically in the business of rendering professional medical services to the general public that are customarily performed by a doctor duly licensed to practice podiatric medicine in the State of Florida.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

(a) The maximum number of shares of stock that this professional service corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share.

(b) All or any portion of the said stock may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the professional service corporation, which in the sole judgment of the Board of Directors has at least equivalent value to the full value of the stock issued. All shares when issued shall be deemed to be fully paid and non-assessable.

(c) Each shareholder of this professional service corporation must be duly licensed or otherwise legally authorized to practice podiatric medicine in the State of Florida.

(d) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this shares of stock.

ARTICLE V - BOARD OF DIRECTORS

(a) There shall be a Board of Directors for this professional service corporation which shall consist of not less than one (1) director. Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time as provided in the by-laws adopted by the shareholders.

(b) Each said director shall be of full age and shall be duly licensed or otherwise legally authorized to practice podiatric medicine in the State of Florida.

(c) Unless otherwise stated in the by-laws adopted by the shareholders, a quorum for the transaction of business shall be a majority of the directors of the professional service corporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors of this professional service corporation, who, subject to these Articles of Incorporation, the by-laws of this professional service corporation and the laws of the State of Florida shall hold office until the first annual meeting of the shareholders, or until their successors have been duly elected and qualified, or until their resignation, removal from office, or death, are:

Name

Address

Scott A. Alter

4701 Meridian Avenue
Miami Beach, Florida 33140

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

Scott A. Alter
4701 Meridian Avenue
Miami Beach, Florida 33140

ARTICLE VIII - TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this professional service corporation and any other corporation, and no other contract or transaction of this professional service corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any other corporation, or are directors or officers of other corporations. Any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this professional service corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this professional service corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this professional service corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE IX - BY-LAWS

(a) The power to adopt the by-laws of this professional service corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this professional service corporation; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered and amended or repealed by the vote of the shareholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the shareholders. No by-law which has been altered, amended or adopted by such vote of shareholder may be altered or amended or repealed by the vote of the Board of Directors.

(b) The by-laws of this professional service corporation shall be for the government of the professional service corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the professional service corporation, provided

the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

(a) The initial registered office of this professional service corporation will be 4701 Meridian Avenue, Miami Beach, Florida 33140.

(b) The initial registered agent of this professional service corporation for the purpose of accepting notice or demand on this professional service corporation shall be Scott A. Alter at 4701 Meridian Avenue, Miami Beach, Florida 33140.

IN WITNESS WHEREOF, the incorporator has executed these Articles for the uses and purposes herein stated.

Scott A. Alter
Scott A. Alter

STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 18 day of June, 1996, by Scott A. Alter, who is personally known to me or who has produced N/A as identification, and who did not take an oath.

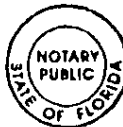
NOTARY PUBLIC:

Sign: Maryann Gill

Print: Maryann Gill

State of Florida at Large (Seal)

My Commission Expires: 11-13-97



MARYANN GILL
My Comm Exp. 11-13-97
Bonded By Service Ins
No. CC326705

☐ Personally Known ☐ Other I.D.

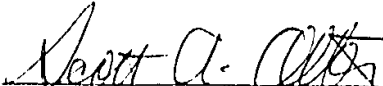
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THIS STATE NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, FLORIDA STATUTES, the following is submitted in
compliance with said Act:

THAT Scott A. Alter, D.P.M., P.A., desiring to organize under the laws of the State of
Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami
Beach, County of Dade, and State of Florida, has named a Registered Agent, Scott A. Alter, and
Registered Office at 4701 Meridian Avenue, Miami Beach, Florida 33140, to accept service of
process within this State.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a
Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered
Agent for Scott A. Alter, D.P.M., P.A.


Scott A. Alter

FILED
96 JUN 24 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA