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TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 163053 122370A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 21, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 163053-005

CUSTOMER NO: 122370A

CUSTOMER: Patty Diaz, Legal Assistant  
MEYER & WATTS

Suite 107  
611 Druid Road East  
Clearwater, FL 34616

400002011004--1  
-11/21/96--01037--011  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: LAUREN E. CHERKIS, D.P.M.,  
P.A.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
    CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
    PLAIN STAMPED COPY  
    CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 NOV 21 PM 12:46  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 21 PM 10:13

Dmc 11/21/96

LAW OFFICES  
OF  
**MEYER & WATTS**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY K. MEYER, P.A.\*  
STEPHEN G. WATTS, P.A.

\*FLORIDA BAR BOARD CERTIFIED  
IN ESTATE PLANNING AND  
PROBATE LAW

DRUHILL PROFESSIONAL CENTER  
611 DRUID ROAD EAST, SUITE 107  
P.O. BOX 10213  
CLEARWATER, FLORIDA 34617  
(813) 461-3232  
TELECOPIER (813) 441-8048

Nov. 20, 1996

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Lauren E. Cher-Kis, D.P.M., P.A.

Dear Sir or Madam:

Enclosed you will find two sets of Articles of Incorporation for the above referenced corporation. Please file the same with your office at your earliest convenience.

Also enclosed you will find our check in the amount of \$ 122.50 to cover the costs.

Thank you for your attention to this matter.

Sincerely yours,

MEYER & WATTS



Patty Diaz  
Legal Assistant  
Enclosures

FILED  
96 NOV 21 PM 12:46  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LAUREN E. CHERKIS, D.P.M., P.A.

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ARTICLES I - NAME

The name of the corporation is LAUREN E. CHERKIS, D.P.M., P.A.

ARTICLE II - GENERAL NATURE

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the practice of podiatry rendering the same professional services to the public that a Podiatrist, duly licensed under the laws of the State of Florida, is authorized to render; but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice podiatry therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry

on any lawful pursuit necessary or incidental to the accomplishment or futherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

#### ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of \$1.00 par value common stock.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE IV - INITIAL CAPTTAL

The amount of capital with which this corporation shall begin business shall be \$1,000.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be:

321 North Indian Rocks Road, Suite C  
Belleair Bluffs, Florida 33770

The Board of Directors shall have the power to establish branch offices and to move the principal office to any other address in Florida.

ARTICLE VII - BOARD OF DIRECTORS

A. The intital number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders but shall never be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are as follows:

NAME

ADDRESS

Dr. Lauren E. Cherkis

321 N. Indian Rocks Road  
Suite C  
Belleair Bluffs, FL 33770

D. Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any cause.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by vote of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

#### ARTICLE VIII - SUBSCRIBER

The name and street address of the sole subscriber to these Articles of Incorporation, being a Podiatrist duly licensed to render services as such under the laws of the State of Florida, is:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Lauren E. Cherkis	321 N. Indian Rocks Road, Suite C Belleair Bluffs, FL 33770

#### ARTICLE IX - STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Podiatrist under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his/her shares of stock therein except to another individual who is eligible to be a stockholder of this corporation.

#### ARTICLE X - VOTING TRUSTS

No stockholder of this 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/her shares.

#### ARTICLE XI - CONTRACTS

No contract or other transaction between this corporation and

any other corporation shall be affected by the fact that any Director of this corporation is interested in or is a Director or Officer of such other corporation; and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation. Any Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of herself or any firm, association or corporation in which he may be in anyway interested, provided that the fact that any contract or other transaction with this corporation is for the benefit of herself or such firm, association or corporation in which she may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

#### ARTICLE XII - BYLAWS

The stockholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the Officers of this corporation shall be prescribed by such Bylaws. In addition, such Bylaws may include by unanimous decision of all of the stockholders any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of stock of this

corporation by any of its stockholders or in the event of the death of any of its stockholders.

ARTICLE XIII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of her shares, or any or all of its shares owned and held by a stockholder who dies, all in accordance with the Bylaws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of the employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.



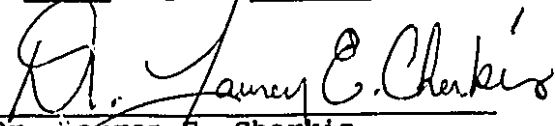
ARTICLE XIV - RESIDENT AGENT

Dr. Lauren E. Cherkis, whose address is 321 North Indian Rocks Road, Belleair Bluffs, Florida 33770, is authorized to accept service of process as resident agent for this corporation.


ARTICLE XV - 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 Stockholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholder sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of November, 1996.

  
Dr. Lauren E. Cherkis

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, 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.

  
Dr. Lauren E. Cherkis  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Dr. Lauren E. Cherkis, who is personally known to me or who produced FL Drivers License as identification and who is known by me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that \*he executed those Articles of Incorporation.

WITNESS my hand and official seal this 20<sup>th</sup> day of Nov., 1996.



Patricia M. Diaz  
NOTARY PUBLIC  
Patricia M. Diaz

PRINT

MY COMMISSION EXPIRES:

