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David Feliu, Esq.

Requestor's Name

250 Bird Road Ste 302

Address

Coral Gables, FL 33146

City/State/Zip

Phone #

800002030828--6

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

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

1 Miriam A. Nichols, M.S.W., Consulting Corp.

(Corporation Name)

(Document #)

2

(Corporation Name)

(Document #)

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(Corporation Name)

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(Corporation Name)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-24636  
685,674



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 20, 1996

DAVID FELIU, ESQUIRE  
250 BIRD ROAD SUITE 302  
CORAL GABLES, FL 33146

SUBJECT: MIRIAM A. NICHOLS, M.S.W.,CONSULTING CORP.  
Ref. Number: W96000024636

We have received your document for MIRIAM A. NICHOLS, M.S.W.,CONSULTING CORP., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00052833

ARTICLES OF INCORPORATION  
OF  
MIRIAM A. NICHOLS, M.S.W., CONSULTING CORP.

FILED  
96 DEC 10 PM 2:37  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

A R T I C L E I  
NAME

The name of the corporation is: MIRIAM A. NICHOLS,  
M.S.W., CONSULTING CORP.

A R T I C L E II  
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the Laws of the United States and this State.

A R T I C L E III  
CAPITAL STOCK

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

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, 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.

A R T I C L E   IV  
INITIAL CAPITAL

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

A R T I C L E   V  
TERM OF EXISTENCE

The corporation is to exist perpetually.

A R T I C L E   VI  
INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 650 N.E. 64th St., #G406, Miami, FL , FL 33138-6269. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

A R T I C L E   VII  
DIRECTOR(S)

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason

of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimb such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, 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 interest in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a

director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there as to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

A R T I C L E   V I I I  
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MIRIAM A. NICHOLS	650 N.E. 64 Street, #G406 Miami, FL 33138-6269

A R T I C L E   I X  
SUBSCRIBER

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MIRIAM A. NICHOLS	Same as Above

A R T I C L E X

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 stock entitled to vote thereon.

A R T I C L E XI

DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing with Secretary of State.

A R T I C L E XII

RESIDENT AGENT DESIGNATION

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

F I R S T: That MIRIAM A. NICHOLS, M.S.W., CONSULTING CORP. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named R. DAVID FELIU, whose address is 250 Bird Road, Suite 302, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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

BY: *R. David Felio, Esq.*  
R. DAVID FELIU, Resident Agent

IN WITNESS WHEREOF the party of these Articles of  
Incorporation has hereunto set her hand and seal this 14<sup>th</sup>  
day of November, 1996.

BY: *Miriam A. Nichols*  
MIRIAM A. NICHOLS

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SEC. OF STATE  
TALLAHASSEE, FLORIDA