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LAW OFFICES OF  
ARTHUR C. KOSKI, P.A.  
4730 N.W. BOCA RATON BOULEVARD, STE. 200  
BOCA RATON, FLORIDA 33431

Frank J. Badach, P.A.

(561) 989-8800  
FAX (561) 989-3775

August 17, 1998

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/20/98--01023--003  
\*\*\*122.50 \*\*\*122.50

RE: Michael Z. Kalter, M.D., M.S., P.A.

Dear Sir or Madam:

Enclosed please find the following with regard to incorporation of the aforesaid:

1. Original Articles of Incorporation and Certificate of Registered Agent for this corporation;
2. One (1) copy of the Articles of Incorporation and Certificate;
3. Check for \$122.50;
4. Stamped addressed envelope for conformed copy.

Please file these Articles and return one certified copy to me.

If you have any further questions, please advise.

Very truly yours,

  
Frank J. Badach

Encl.

*Frankie's secretary*  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *ART-2*  
DATE *8/21/98*  
DOC. EXAM *TA*

FILED  
98 AUG 20 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-8/21/98

**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL Z. KALTER, M.D., M.S., P.A.**

**FILED**  
98 AUG 20 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

The name of this corporation is Michael Z. Kalter, M.D., M.S., P.A.

**ARTICLE II**

This corporation is to commence its corporate existence on the date of filing of these Articles by the Secretary of State, and it shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

This corporation is organized for the purpose of transacting any or all lawful business. The profession of this corporation is a physician.

**ARTICLE IV**

This corporation is authorized to issue 1,000 shares of one cent (\$.01) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or service performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

**ARTICLE V**

The principal address of the corporation shall be 116 Elsa Road, Jupiter, Florida 33477.

## **ARTICLE VI**

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until any successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Michael Z. Kalter, M.D., M.S.  
116 Elsa Road  
Jupiter, FL 33477

## **ARTICLE VII**

The corporation may indemnify any present or former officer or director or person exercising power and duties of a director to the full extent now or hereafter permitted by law.

## **ARTICLE VIII**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

## **ARTICLE IX**

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

**ARTICLE X**

The name and address of the Incorporator to these Articles of Incorporation is:

Michael Z. Kalter, M.D., M.S.  
116 Elsa Road  
Jupiter, FL 33477

**ARTICLE XI**

The street address of the initial registered office of the corporation is 116 Elsa Road, Jupiter, FL 33477, and the name of the initial registered agent of the corporation at that address is Michael Z. Kalter, M.D., M.S.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 22 day of July, 1998.

Michael Z. Kalter, M.D., M.S.  
Michael Z. Kalter, M.D., M.S.

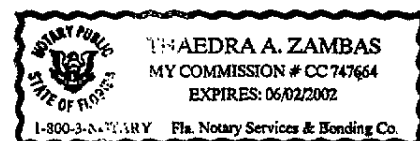
STATE OF FLORIDA                     )  
   )  
COUNTY OF PALM BEACH         )       ss.

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, Michael Z. Kalter, M.D., M.S., known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this 22nd day of July, 1998 in Boca Raton, Palm Beach County, Florida.

Thaedra A. Zambas  
Notary Public, State of Florida

(☒) Personally known or ( ) Produced Identification  
Type of Identification: \_\_\_\_\_



**CERTIFICATE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Michael Z. Kalter, M.D., M.S.  
Michael Z. Kalter, M.D., M.S.  
Registered Agent

Dated: 7/22/98

**FILED**  
98 AUG 20 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA