

PA9000019127



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 147972 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 25, 1999

ORDER TIME : 10:41 AM

ORDER NO. : 147972-005

CUSTOMER NO: 80690A

CUSTOMER: Adam Silverman, Esq
BREIER AND SEIF, P.A.
BREIER AND SEIF, P.A.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

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*****78.75 *****78.75

DOMESTIC FILING

NAME: ROBERT A. ZOLTEN, M.D., P.A.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2589
W99-4781

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 2:06

3/1/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
99 MAR -1 AM 11:27
DIVISION OF CORPORATIONS

February 25, 1999

SW
CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ROBERT A. ZOLTEN, M.D., P.A.
Ref. Number: W99000004781

We have received your document for ROBERT A. ZOLTEN, M.D., P.A.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00008861

RESUBMIT
Please give original
submission date as file date.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 2:06

99 FEB 25 PM 2:06

ARTICLES OF INCORPORATION

OF

ROBERT A. ZOLTEN, M.D., P.A.

The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, and a medical doctor specializing in Internal Medicine, duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is:

ROBERT A. ZOLTEN, M.D., P.A.

ARTICLE II - NATURE OF BUSINESS

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

- (a) Primarily to engage in the practice of medicine in all ramifications and subdivisions thereof deemed by the Board of Medical Examiners of the State of Florida to constitute the practice of medicine, including but not limited to internal medicine.
- (b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for

the rendering of professional services.

- (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by Law.

ARTICLE 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 of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services, the just value thereof shall be fixed by the Board of Directors of the Corporation in the manner provided for by the laws of the State of Florida. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV - VOTING

No Shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

ARTICLE V - DURATION

This Corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134, and the name of the initial registered agent of this Corporation at that address is ROBERT G. BREIER.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this Corporation is:

ROBERT A. ZOLTEN, M.D.
151 N.W. 11 Street
Homestead, Florida 33030

ARTICLE IX INCORPORATOR/ PRINCIPLE ADDRESS

The name and address of the person signing these Articles is :

ROBERT A. ZOLTEN, M.D.
151 N.W. 11 Street
Homestead, Florida 33030
and the mailing address shall be the same.

ARTICLE X - CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other Corporation, and any director, individually or jointly, may be a part to, or may be interested in, any contract or transaction of the Corporation nor in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or Corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XI - REMOVAL OF DIRECTORS

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII - RESTRAINT ON ALIENATION OF SHARES

The stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions, regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the stockholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of the Corporation may sell or transfer his stock therein except to another individual who is eligible to be a stockholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any stockholder shall become legally disqualified to practice Internal Medicine in the State of Florida, or be elected to public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the By-Laws adopted by the 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, the Corporation shall have 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 for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.
- (b) At its option, to purchase and acquire any or all of its stock owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his stock in accordance with the By-Laws adopted by the stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- (c) At its option, to purchase and acquire the stock owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- (d) To enter into, for the benefit of its 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 plans.

ARTICLE XIV - 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 stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, the subscriber has executed these Articles of Incorporation this 24 day of Feb., 1999.



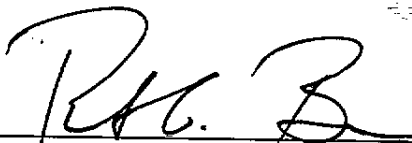
ROBERT A. ZOLTEN, M.D.

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS .

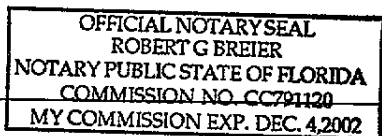
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named to take acknowledgments, personally appeared ROBERT A. ZOLTEN, M.D., to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 24 day

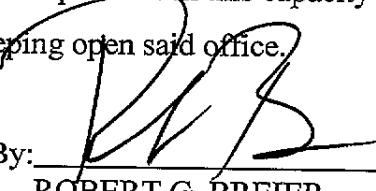
of February, 1999.


NOTARY PUBLIC, State of Florida at Large
Printed Name
Of Notary: Robert G. Breier

My Commission Expires:



Having been named to accept service of process for the above named Corporation, at place designated in these Articles, 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: 
ROBERT G. BREIER
Resident Agent

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 2:06