

P99000083243

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Judd Anderson, M.D. PA

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____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
☒ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
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____ UCC 1 or 3 File _____
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SECRETARY OF STATE
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MINI OF STATE
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ASSESSMENT
- of 9/21/99

Signature _____

Requested by: JS 9/21/99 9:47

Name _____ Date _____ Time _____

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**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION
{FS 607.0202 and CHAPTER 621}
for
TODD ANDERSON, M.D., P.A.**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation, Principal Office and Mailing Address

The name of this corporation shall be TODD ANDERSON, M.D., P.A.

The principal office of this corporation shall be located at 3638 Palmetto Avenue, Miami, Florida 33133.

The mailing address of this corporation shall be 3638 Palmetto Avenue, Miami, Florida 33133.

**ARTICLE II
PURPOSES**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by the incorporator and licensed medical practitioners.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to licensed physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV DURATION

The corporation shall have perpetual existence.

ARTICLE V REGISTERED AGENT

The address of this corporation's initial registered office is 5901 SW 74th Street, Suite 403, Miami, Florida 33143 and the name of its initial registered agent at said address is ALFRED MANHEIM, ESQUIRE.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is as follows:

TODD ANDERSON M.D.
3638 PALMETTO AVENUE
MIAMI, FLORIDA 33133

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

TODD ANDERSON M.D.
3638 PALMETTO AVENUE
MIAMI, FLORIDA 33133

ARTICLE VIII INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such share-

holder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X
INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**XII
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 20 day of September, 1999.


TODD ANDERSON M.D.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20 day of September, 1999 by TODD ANDERSON M.D. as the Incorporator in and to the aforementioned Corporation and acknowledged before me that he subscribed to those Articles of Incorporation. He is personally known to me and did take an oath.




NOTARY PUBLIC

CERTIFICATE DESIGNATING RESIDENT AGENT

That TODD ANDERSON M.D. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, State of Florida, has named ALFRED MANHEIM, ESQ. located at 5901 SW 74th Street, Suite 403, Miami, Florida 33143, County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this 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.

~~REGISTERED AGENT~~
~~ALFRED MANHEIM, ESQ.~~

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20 day of September, 1999 by ALFRED MANHEIM, ESQ. to me known to be the person described as the resident agent, and who executed the foregoing and acknowledged before me that he executed the foregoing "Certificate Designating Resident Agent" and he is personally known to me and did take an oath.


NOTARY PUBLIC



Stephanie Whitney
MY COMMISSION # CC620431 EXPIRES
February 10, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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