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ACCOUNT NO. : 072100000032

REFERENCE : 635816 91189A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 23, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 635816-005

CUSTOMER NO: 91189A

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Thomas F. Kiesel, Esq  
THOMAS F. KIESEL, ESQ KIESEL,  
THOMAS F. KIESEL, ESQ KIESEL,  
2121 McGregor Boulevard

Fort Myers, FL 33901

DOMESTIC FILING

NAME: SOUTHWEST FLORIDA FERTILITY  
CENTER, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS

EXAMINER'S INITIALS:

00 MAR 23 AM 11:59

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 23 AM 11:38

RECEIVED

**ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**OF**

00 MAR 23 AM 11:59

**SOUTHWEST FLORIDA FERTILITY CENTER, P.A.**

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopt(s) these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation is SOUTHWEST FLORIDA FERTILITY CENTER, P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 13685 Doctors Way, Suite 330, Fort Myers, Florida 33912.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$ 10.00 per share/without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

## **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 13685 Doctors Way, Suite 330, Fort Myers, Florida 33912. The name of the initial registered agent at that address is Stacy A. Taylor.

## **ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors are:

Jacob L. Glock  
5686 Shadelee Lane, West  
Fort Myers, FL 33919

## **ARTICLE VIII. SUBSCRIBER(S)**

The name and address of the person signing these articles of incorporation as subscriber are:

Jacob L. Glock  
5686 Shadelee Lane, West  
Fort Myers, FL 33919

## **ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on March 22, 2000.

Jacob L. Glock  
JACOB L. GLOCK

STATE OF FLORIDA  
COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 22 day of March, 2000, by Jacob L. Glock, who is  personally known to me or who has  produced \_\_\_\_\_ as identification and who  did or  did not take an oath.

Signature of Notary Public Carole L. Thompson  
Type/Print Name of Notary \_\_\_\_\_  
Commission Number \_\_\_\_\_  
Commission Expiration Date \_\_\_\_\_



Carole L. Thompson  
MY COMMISSION # CC868891 EXPIRES  
September 2, 2003  
BONDED THRU TROY FAIN INSURANCE, INC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 23 AM 11:59

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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

Stacy A. Taylor  
STACY A. TAYLOR, Registered Agent