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Please file w/ an effective date of 7/23/01.
ThankX.

FLORIDA PROFIT CORPORATION OR P.A.

Cardiovascular and Thoracic Surgeons of Palm Beach, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04 (5)
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CARDIOVASCULAR AND THORACIC SURGEONS OF PALM BEACH, P.A.**

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: Cardiovascular and Thoracic Surgeons of Palm Beach, P.A., P.O. Box 940, Boynton Beach, Florida 33425, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

The Corporation is organized for the purposes of engaging in the practice of medicine in the State of Florida pursuant to Chapter 621, Professional Service Corporation Act. The Corporation shall engage and render the professional services involved only through its officers, agents and employees who shall be in good standing, licensed or otherwise legally authorized within the State of Florida to render the same professional services as the Corporation.

Without in any manner limiting any of the objectives and powers of the Corporation, it is expressly declared and provided that the Corporation is hereby empowered to transact any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Business Corporation Act.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Shares of the Corporation's capital stock shall only be issued to physicians in good standing and duly licensed or otherwise legally authorized to render the same professional services as the Corporation.

ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V.

The initial registered office of this Corporation is 3236 N.W. 61st Street, Boca Raton, Florida 33496. The initial registered agent at that address is Jeffrey H. Newman.

ARTICLE VI.

The Corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

NAME

Jeffrey H. Newman

Geoffrey M. Lynn

ADDRESS

P.O. Box 940, Boynton Beach, Florida 33425

P.O. Box 940, Boynton Beach, Florida 33425

ARTICLE VII.

The name and address of the Incorporator is: Jeffrey H. Newman, P.O. Box 940 Boynton Beach, Florida 33425.

ARTICLE VIII.

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 this 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 interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

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ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 25 day of July, 2001.



Jeffrey H. Newman, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That Cardiovascular and Thoracic Surgeons of Palm Beach, P.A., desiring to organize under the laws of the State of Florida, has designated 3236 N.W. 61st Street, Boca Raton, Florida 33496, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named Jeffrey H. Newman as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 23 day of July, 2001.



Jeffrey H. Newman
Registered Agent

ROCKY MOUNTAIN
20725001

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