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FLORIDA PROFIT CORPORATION OR P.A.

William F. Rylander, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLIAM F. RYLANDER, M.D., P.A.

The undersigned Incorporator to these Articles of Incorporation, a person competent to contract, hereby forms a professional service corporation under Chapter 621 of the Florida Statutes and applicable laws.

ARTICLE I

NAME

The name of this Corporation is WILLIAM F. RYLANDER, M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

The nature of the business to be transacted by this Corporation is to practice medicine in the State of Florida, pursuant to Chapter 458 of the Florida Statutes and applicable laws, through its officers, employees and agents, who are duly licensed and legally authorized to render such professional services within this state.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having no par value per share. Such common stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Florida Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT; INITIAL CORPORATE OFFICE

The street address and mailing address of the initial principal office of this Corporation is 500 N. Washington Avenue, Suite 102, Titusville, Florida 32796. The street address of the initial registered office of this Corporation is 250 Park Avenue South, 5th Floor, Winter Park, Florida 32789 and the name of the initial registered agent at that address is W. Graham White.

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ARTICLE VI

DIRECTORS

- A. The initial number of Directors of this Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.
- C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- D. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

William F. Rylander, M.D.

500 N. Washington Avenue
Suite 102
Titusville, Florida 32796

E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Name

Address

W. Graham White

250 Park Avenue South
5th Floor
Winter Park, Florida 32789

ARTICLE VIII

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 Shareholders and approved at a Shareholders' meeting by a majority of the stock issued and entitled to vote, unless all the directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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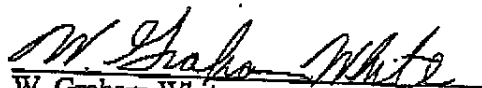
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ARTICLE IX

COMPLIANCE WITH PROFESSIONAL
SERVICE CORPORATION ACT

These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of the Florida Professional Service Corporation Act as the same now exists or may from time to time be amended.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of November, 2001.


W. Graham White

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of William F. Rylander, M.D., P.A.


W. Graham White

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