

P11000050193

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

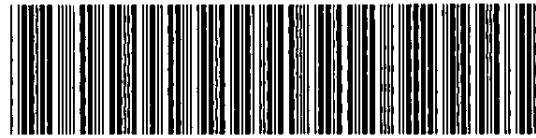
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EXAMINER



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05/27/11--01001--008 **113.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
11 MAY 26 PM 3:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 26 PM 4:22

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 26 PM 4:22

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 05/26/2011

REF. #: 000171.148763

CORP. NAME: PREMIER HEART AND VASCULAR CENTER, P.L.C. converting to PREMIER HEART AND VASCULAR CENTER, P.A.

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CONVERSION
- OTHER:

STATE FEES PREPAID WITH CHECK# 539950 **FOR \$** 113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 26 PM 4:22

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Premier Heart and Vascular Center, P.L.C.

L 05000058778

Enter Name of Other Business Entity

2. The "Other Business Entity" is a professional limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on June 14, 2005
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

n/a

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Premier Heart and Vascular Center, P.A.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.**)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 24th day of May, 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: Sunil Gupta, M.D. Title: President

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: Sunil Gupta, M.D. Title: Managing Member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

**ARTICLES OF INCORPORATION
OF
PREMIER HEART AND VASCULAR CENTER, P.A.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAY 26 PM 4:22

The undersigned incorporator, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME, PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION**

The name of this corporation is Premier Heart and Vascular Center, P.A. The principal office address for this corporation is 38035 Medical Center Avenue, Zephyrhills, Florida 33540, and the mailing address for this corporation is P.O. Box 2709, Zephyrhills, Florida 33539.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of providing the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, which services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine.

B. It is intended that this corporation have the power to conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the registered office of this corporation in the State of Florida is 38035 Medical Center Avenue, Zephyrhills, Florida 33540. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is SUNIL GUPTA, M.D. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - TERM OF EXISTENCE

This corporation will commence its existence on the date these Articles of Incorporation are filed with the Florida Department of State, and it will exist perpetually unless dissolved according to law.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation is one (1).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors.
- C. The following is the name and street address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified:

<u>Name</u>	<u>Street Address</u>
Sunil Gupta, M.D.	38035 Medical Center Avenue Zephyrhills, Florida 33540

- D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.
- E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Sunil Gupta, M.D.	38035 Medical Center Avenue Zephyrhills, Florida 33540

ARTICLE VIII - SHAREHOLDERS


Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

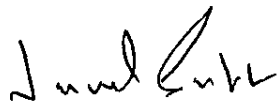
ARTICLE X - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of May, 2011.



Sunil Gupta, M.D., Incorporator

Having been named registered agent for the above corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 607.0505 of the Florida Statutes.

Signature: 
Sunil Gupta, M.D., Registered Agent

Date: May 24, 2011