

711000092143

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

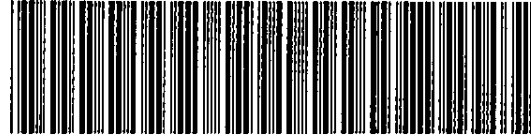
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400213486404

10/20/11--01017--017 \*\*78.50

2011 OCT 20 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

J. Stivers OCT 20 2011

DUNLAP & SHIPMAN, P.A.

ATTORNEYS AT LAW

ANNA G. COTHRAN  
DAVISSON F. DUNLAP, JR.  
DAVISSON F. DUNLAP, III  
KRISTIN A. GARDNER  
ROBERT L. KAUFFMAN

60 CLAYTON LANE, SUITE A  
SANTA ROSA BEACH, FLORIDA 32459  
PHONE: 850-231-3315  
FACSIMILE: 850-231-5816

2085 THOMASVILLE ROAD, SUITE 102  
TALLAHASSEE, FLORIDA 32308  
PHONE: 850-385-5000  
FACSIMILE: 850-385-7636

DAVID H. MILAM  
G. BENJAMIN MILAM  
GARY A. SHIPMAN  
REBEKAH A. SMITH  
WILLIAM E. WHITNEY

REPLY TO: SANTA ROSA BEACH  
OFFICE

OF COUNSEL:  
DAVISSON F. DUNLAP  
ROBERT E. MCGILL III

October 17, 2011

Florida Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

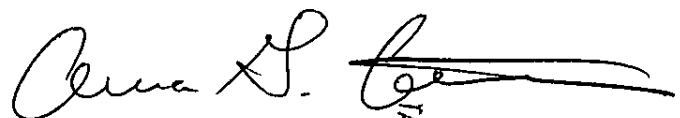
Re: Articles of Incorporation for Sandestin Anesthesia, P.A.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for Sandestin Anesthesia, P.A. along with our company check in the amount of \$78.50 for filing fees.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,



Anna G. Cothran

AGC/dr  
Enclosures: as stated

FILED  
2011 OCT 20 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
SANDESTIN ANESTHESIA, P.A.**

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a Professional Service Corporation pursuant to Chapters 607 and 621 of the Florida Statutes:

**ARTICLE I  
NAME**

The name of the Corporation is Sandestin Anesthesia, P.A.

**ARTICLE II  
ADDRESSES**

The street address for the principal office and mailing address of the Corporation is:

2927 Sand Pine Road  
Miramar Beach, FL 32550

**ARTICLE III  
DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV  
REGISTERED AGENT**

The name and street address of the registered agent of the Corporation shall

Gary A. Shipman  
60 Clayton Lane, Suite A  
Santa Rosa Beach, FL 32459

**ARTICLE V  
PURPOSE**

The nature of the business to be conducted or promoted by the Corporation is to engage in every aspect of the practice of anesthesiology, and all of its fields of specialization, as are engaged in by physicians and anesthesiologists. The purpose of the Corporation is any lawful activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and for which such a corporation is permitted to engage in under other applicable law.

2011 OCT 20 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

## **ARTICLE VI DIRECTORS**

Except as otherwise herein provided or reserved to the shareholders of the Corporation pursuant to the Florida Business Corporation Act, a shareholder agreement entered into by the shareholders in accordance with Section 607.0732 of the Florida Business Corporation Act or the Florida Personal Service Corporation and Limited Liability Company Act, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number and identity of the members of the Board of Directors will be determined in accordance with the Corporation's Bylaws, provided that the Corporation shall always have at least one (1) director. Each director shall serve until the next annual meeting of the shareholders.

The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Diane Speedling	2927 Sand Pine Road Miramar Beach, FL 32550

## **ARTICLE VII CAPITAL STOCK**

The authorized capital stock of this Corporation shall consist of One Hundred (100) shares of One Dollar (\$1.00) par value voting common stock.

## **ARTICLE VIII INCORPORATOR**

The name and mailing address of the incorporator of this Corporation is as follows: Diane Speedling, 2927 Sand Pine Road, Miramar Beach, FL 32550.

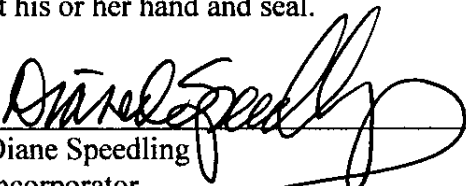
## **ARTICLE IX PREEMPTIVE RIGHTS, CUMULATIVE VOTING**

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

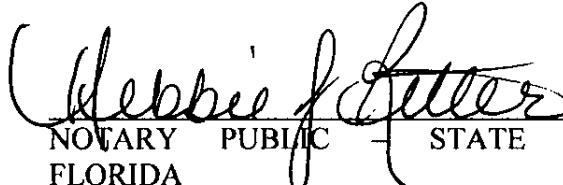
**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation and does certify that the facts herein stated are true and has accordingly hereunto set his or her hand and seal.

  
\_\_\_\_\_  
Diane Speedling  
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared Diane Speedling, and being first duly sworn and under oath, stated that Diane Speedling signed the above Articles of Incorporation for the conditions and purposes therein expressed this 5<sup>th</sup> day of October, 2011.

  
\_\_\_\_\_  
NOVARY PUBLIC STATE OF  
FLORIDA

SEAL:




Personally known to me: \_\_\_\_\_

or produced the following identification: DL DL

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the Corporation at the address designated in the Articles of Incorporation of the Corporation, I hereby accept the appointment as registered agent and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and I am familiar with and accept the obligations of the position, of registered agent.

Oct. 14, 2011  
Dated

  
\_\_\_\_\_  
Gary A. Shipman

**FILED**  
2011 OCT 20 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA