

P96000032324

MEMORANDUM USLEY FERGUSON & McMULLEN
ATTORNEYS AND COUNSELLORS AT LAW

409 MADISON STREET, SUITE 2000
P.O. BOX 1011209-3000
TAMPA, FLORIDA 33607
TEL 813 271 4900 FAX 813 271 4000

227 NORTH CALHOUN STREET
P.O. BOX 1011209-1000
TALLAHASSEE, FLORIDA 32301
TEL 904 491 1111 FAX 904 491 2000

409 CLEVELAND STREET
P.O. BOX 1000 1209-1000
CLEARWATER, FLORIDA 34616
TEL 813 461 0000 FAX 813 461 0470

IN REPLY PLEASE REFER TO
Tallahassee

April 12, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

600001780096
-04/15/96--01039--004
****122.50 ****122.50

Re: Southern Vitreoretinal Association, P.A.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the filing fee and certified copy charge.

I would appreciate you calling my office when the certified copy is ready and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please do not hesitate to give me a call.

Sincerely,

Robert A. Pierce

Robert A. Pierce

RAP/ss
Enclosures

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
56 APR 15 10 01 AM '96
96 APR 15 10 02 AM '96
FILED
RAC
4-15-96

**ARTICLES OF INCORPORATION
OF
SOUTHERN VITREORETINAL ASSOCIATION, P.A.**

FILED
96 APR 15 10 0 20
Tallahassee, FL
Tallahassee, FL

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective April 1, 1996.

**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be **SOUTHERN VITREORETINAL ASSOCIATION, P.A.** The principal place of business and mailing address of this Corporation is 2418 E. Plaza Drive, Tallahassee, Florida 32308.

**ARTICLE II.
Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for the rendering of professional medical services and related activities.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of

options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the incorporators of this Corporation are as follows:

Logan Brooks, Jr., M.D.	2418 East Plaza Drive, Tallahassee, Florida 32308
Robert L. Steinmetz, M.D.	2418 East Plaza Drive, Tallahassee, Florida 32308

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the Initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the Initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no less than two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The Initial Board of Directors shall consist of two persons. The names and street addresses of the members of the Initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Logan Brooks, Jr., M.D.	2418 East Plaza Drive, Tallahassee, Florida 32308
Robert L. Steinmetz, M.D.	2418 East Plaza Drive, Tallahassee, Florida 32308

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the Initial officers are as follows:

President & Treasurer	Logan Brooks, Jr., M.D.
Vice President & Secretary	Robert L. Steinmetz, M.D.

**ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of April 1, 1996.

Logan Brooks, Jr.
LOGAN BROOKS, JR., M.D.
Incorporator

Robert L. Steinmetz
ROBERT L. STEINMETZ, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 1st day of April, 1996, by Logan Brooks, Jr., M.D., who is personally known to me and who did not take an oath.

Brenda E. Inman
Logan Brooks, Jr.
Signature of Notary Public

Notary Seal/Stamp: BREND A. E. INMAN
MY COMMISSION # CC365831 EXPIRES
April 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 1st day of April, 1996, by Robert L. Steinmetz, M.D., who is personally known to me and who did not take an oath.

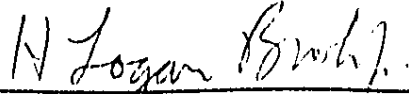
Brenda E. Inman
Signature of Notary Public

Notary Seal/Stamp: BREND A. E. INMAN
MY COMMISSION # CC365831 EXPIRES
April 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and
607.0501, the following is submitted:

SOUTHERN VITREORETINAL ASSOCIATION, P.A., desiring to organize as a
corporation under the laws of the state of Florida, has designated 227 South Calhoun Street,
Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce,
located at said address, as its initial Registered Agent effective April 1, 1996.




LOGAN BROOKS, Jr., M.D.
Incorporator
Dated as of April 1, 1996



ROBERT L. STEINMETZ, M.D.
Incorporator
Dated as of April 1, 1996

Having been named Registered Agent and to accept service of process for the above-
stated corporation at the place designated in this certificate, the undersigned hereby accepts
said appointment and agrees to act in this capacity effective April 1, 1996. The undersigned
further agrees to comply with the provisions of all statutes relating to the proper and
complete performance of his duties and is familiar with and accepts the obligations of his
position as Registered Agent.



ROBERT A. PIERCE
Registered Agent
Dated as of April 1, 1996

FILED
96 APR 15 11 30 AM '96
TALLAHASSEE, FLORIDA