

N96000001871

CHARLES V. BARRETT

ATTORNEY AT LAW

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March 28, 1996

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

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*****70.00 *****70.00

RE: Incorporation of Bay Area
Society of Anesthesiologists, Inc.

Dear Sirs and Mesdames:

I am enclosing herewith an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent fee	35.00
Total	<u>\$ 70.00</u>

Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter is appreciated.

Very truly yours,

CHARLES V. BARRETT III

Encls.
CVB/cld

FILED
96 APR -2 PM 8 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
4/8/96

ARTICLES OF INCORPORATION
OF
BAY AREA SOCIETY OF ANESTHESIOLOGISTS, INC.
A Corporation Not For Profit

FILED
06 APR -2 AM 8 34
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is BAY AREA SOCIETY OF ANESTHESIOLOGISTS, INC., called the "Corporation" in these Articles.

ARTICLE II

Office and Registered Agent

This Corporation's initial principal office is Tampa General Hospital, Department of Anesthesiology, Room G-208, Davis Islands, Tampa, FL 33606 and the registered office is 701 North Franklin Street, Suite 300, Tampa, Florida 33602, and its registered agent is Charles V. Barrett, III, Esquire, who maintains a business office at that address. The registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

Purpose and Powers of the Corporation

The Corporation is organized and operated exclusively for charitable, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any

corresponding or succeeding law (the "Codo"), and to engage all other lawful endeavors consistent therewith as the Board of Directors from time to time may decide.

ARTICLE IV

Membership

The members of the Corporation shall be such persons as may be approved by the Board of Directors for membership.

ARTICLE V

Board of Directors

Section 1. This Corporation's affairs are managed by a Board of Directors initially composed of three directors. The number of directors from time to time may be changed by amendment to this Corporation's bylaws, but at all times it must be not less than three nor more than seven. Except for the initial directors named below, all of whom will serve until this Corporation's first annual meeting, the term of office for all directors is one year. Before the first such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by a majority vote of the remaining directors, even if less than a quorum. Any director may succeed himself or herself in office. All directors are elected by secret written ballot. The person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Only association members may be Directors.

Section 2. The names and mailing addresses of the persons who will serve as directors until their successors have been duly

lected and qualify, unless they sooner die, resign, or are removed, are:

Name

Mailing Address

John B. Downs, M.D.

Tampa General Hospital, Dept. of
Anesthesiology, Room G-208
Davis Islands, Tampa, FL 33606

Patricia Smith

Tampa General Hospital, Dept. of
Anesthesiology, Room G-208
Davis Islands, Tampa, FL 33606

David Varlotta, D.O.

Tampa General Hospital, Dept. of
Anesthesiology, Room G-208
Davis Islands, Tampa, FL 33606

ARTICLE VI

Subscribers

The names of the subscriber to these Articles is:

Name

John B. Downs, M.D.

ARTICLE VII

Dissolution

This Corporation may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the approval of two-thirds (2/3) of the votes of its members. Upon dissolution of this Corporation in any manner other than incident to a merger or consolidation, all of this Corporation's assets must be granted, conveyed, and assigned to a nonprofit corporation, association, trust, or other organization to be devoted to purposes similar to those of this Corporation. In no event, however, may

any assets inure to the benefit of any member or other private individual.

ARTICLE VIII

Duration

This Corporation exists perpetually. Commencement of corporate existence for this Corporation shall be the date of filing these Articles with the Department of State of the State of Florida.

ARTICLE IX

Bylaws

This Corporation's bylaws initially will be adopted by the Board of Directors. Thereafter, the bylaws may be altered, amended, or rescinded with the approval of two-thirds (2/3) of the votes of the members, present in person or by proxy at a meeting duly called for such purposes.

ARTICLE X

Amendments

Amendments to these Articles shall be proposed and adopted in the manner from time to time provided by the laws of the State of Florida.

ARTICLE XI

Voting Requirements

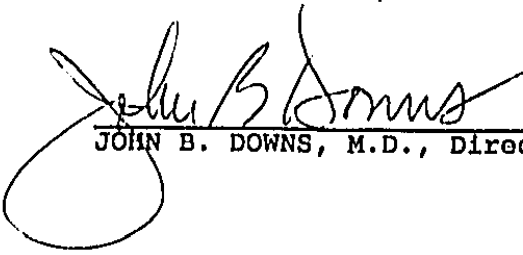
Section 1. General Requirements. Unless expressly required otherwise by these Articles, or the laws of the State of Florida, any action that requires the approval of the Corporation's Members may be taken by a simple majority of those present in person or by proxy and voting at any meeting duly called and convened for such purpose, provided that those present in person or proxy constitute

a quorum as defined by the bylaws of this Corporation. Any provision of these articles or the bylaws requiring approval by "two-thirds (2/3) of the votes of the members" requires such approval by those members entitled to cast two-thirds (2/3) of the total votes of the membership votes outstanding, unless such provision requires such vote to be by those members present in person or by proxy at a meeting duly called and convened for such purpose in which event approval shall be by two-thirds (2/3) of such members present in person or by proxy.

Section 2. Written Action. Any action that may be taken at any membership meeting may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those members entitled to exercise not less than fifty-one percent (51%) of the votes of the membership votes outstanding if such action may be approved by a simple majority of those present and voting at a meeting, or two-thirds (2/3) of the votes of the membership votes outstanding if such action requires the approval of two-thirds (2/3) of the votes of the membership votes outstanding; and (ii) within ten (10) days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 3. Certification. An instrument signed by any executive officer of this Corporation, and attested by this Corporation's secretary under this Corporation seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 19th day of March, 1996.


JOHN B. DOWNS, M.D., Director

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared on this day JOHN B. DOWNS, MD., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged that he executed these Articles of Incorporation for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 19th day of March, 1996.


Notary Public

My commission expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

DAY AREA SOCIETY OF ANESTHESIOLOGISTS, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, State of Florida, has named Charles V. Barrett III, Esquire, of 701 North Franklin Street, Suite 300, City of Tampa, County of Hillsborough, State of Florida, as its registered agent to accept service of process within the state.

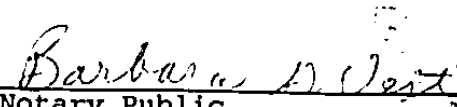
Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with and I accept the obligations of the position of registered agent for the corporation.

By: 

CHARLES V. BARRETT III, ESQ.
RESIDENT REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of March, 1996, by CHARLES V. BARRETT, III, who is personally known by me and who has produced a Florida Driver's License as identification and who did take an oath.


Notary Public

My Commission Expires:



BARBARA G. VEST
MY COMMISSION # CC374798 EXPIRES
May 22, 1998
BOONED THRU TROY FAIR INSURANCE, INC.

FILED
96 APR 2 11 03 34