

**T. RANKIN TERRY, JR.**

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January 26, 2000

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: Incorporation of Michael E. Lowrey, M.D., P.A.

Dear Sir or Madam:

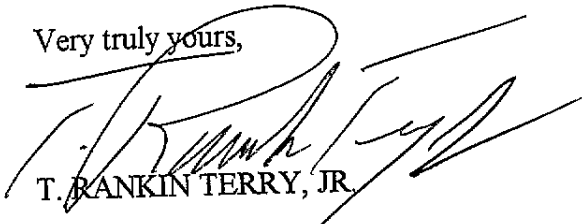
Enclosed is an original and one copy of the Articles of Incorporation for Michael E. Lowrey, M.D., P.A.

My check in the amount of \$78.75, representing the filing fee for the Articles as well as a certified copy of the Articles when filed, is enclosed.

Please forward the certified copy of the Articles to me in the enclosed envelope.

Thank you for your assistance.

Very truly yours,



T. RANKIN TERRY, JR.

TRT/cb  
Enclosures  
cc: Michael E. Lowrey, M.D. w/o encs.

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FILED  
00 JAN 31 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH FEB -4 2000

**ARTICLES OF INCORPORATION**

**OF**

**MICHAEL E. LOWREY, M.D., P.A.**

FILED  
00 JAN 31 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the law of the state of Florida, adopts these articles to form a corporation under the Professional Service corporation and Limited Liability Company Act, Ch. 621, Fla. Stat., and other laws of the state of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation is **MICHAEL E. LOWREY, M.D., P.A.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 1205 Westfield Drive, Fort Myers, Florida 33919.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

## **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 1205 Westfield Drive, Fort Myers, Florida 33919. The name of the initial registered agent at that address is **Michael E. Lowrey, M.D.**

## **ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

Michael E. Lowrey, M.D.  
1205 Westfield Drive  
Fort Myers, Florida 33919

## **ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

## **ARTICLE X. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on JANUARY 26, 2000.

*Michael E. Lowrey*

**Michael E. Lowrey, Incorporator and Registered Agent, who is familiar with and accepts the obligations of a registered agent under Florida law**

SWORN TO and subscribed before me this 26<sup>th</sup> day of JANUARY, 2000, by Michael E. Lowrey, who [] is personally known to me or who [] has produced N/A as identification.



**T. RANKIN TERRY, JR.**  
COMMISSION # CC 693470  
EXPIRES DEC 6, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*T. Rankin Terry, Jr.*  
Notary Public

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FILED  
00 JAN 31 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA