

P00000067352

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

700003322657--5  
-07/13/00--01068--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- GALLIANO AND D'ANGELO SURGICAL ASSOCIATES, P.A.

2- \_\_\_\_\_

3- \_\_\_\_\_

4- \_\_\_\_\_

00 JUL 13 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
00 JUL 13 AM 2:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

T. SMITH JUL 13 2000

## ARTICLES OF INCORPORATION

OF

### GALLIANO AND D'ANGELO SURGICAL ASSOCIATES, P.A.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract and being licensed Medical Doctors in the State of Florida, hereby forms and establishes a professional service corporation under Chapter 621, Laws of the State of Florida.

#### ARTICLE I - NAME

The name of this professional service corporation shall be GALLIANO AND D'ANGELO SURGICAL ASSOCIATES, P. A.

#### ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is: Medical Services.

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds or other types of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration in any manner the purpose of this corporation otherwise permitted by law.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share, all of which shall be fully paid and non-assessable.

None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice Medicine in the State of Florida.

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is a minimum of FIVE THOUSAND DOLLARS (\$5,000.00).

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI - ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is 2525 Harbor Boulevard, Suite 203, Port Charlotte, Florida 33952. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than ONE (1). The number of directors may be altered from time to time by Bylaws adopted by the stockholders. Each and every director of this corporation shall be fully licensed or otherwise legally authorized to practice Medicine as a Medical Doctor in the State of Florida.

#### **ARTICLE VIII - INITIAL DIRECTORS**

The name and street address of the initial members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
PHILIP C. D'ANGELO, M. D.	2525 Harbor Boulevard, Suite 203 Port Charlotte, FL 33952
DOMINGO E. GALLIANO, JR., M.D.	2525 Harbor Boulevard, Suite 203 Port Charlotte, FL 33952

#### **ARTICLE IX - SUBSCRIBER**

The name and post office address of the subscribed of these Articles of Incorporation, duly licensed Medical Doctors under the laws of the State of Florida to render services as such, the number of shares of stock which he agrees to take and the minimum value of the consideration therefore is:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
PHILIP C. D'ANGELO, M.D.	500	2525 Harbor Boulevard, Suite 203 Port Charlotte, FL 33952
DOMINGO E. GALLIANO, JR., M. D.	500	2525 Harbor Boulevard, Suite 203 Port Charlotte, FL 33952

#### ARTICLE X - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or Officer of such other corporation; and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation with any person, firm or corporation, and no contract or transaction shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation, in which he may be in any way interested.

#### ARTICLE XI - RESTRAINT OF ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer of other disposition of any of the outstanding shares of this 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 relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for such purpose. If any shareholder becomes legally disqualified to practice in the State of Florida, or accepts employment or becomes engaged in an outside activity that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by the other stockholders in accordance with the terms and conditions of the Buy and Sell Agreement between the stockholders then in existence.

**ARTICLE XII - INCORPORATION OF PROVISIONS OF  
PROFESSIONAL SERVICE CORPORATION ACT**

This corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and accordingly, the corporation, its officers, directors and stockholders, shall be subject to all the sections of said Act concerning the formation of the corporation, conduct of its business and the liabilities, rights, privileges and immunities of the corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes.

**ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated.

  
PHILIP C. D'ANGELO, M.D.  
Incorporator

  
DOMINGO E. GALLIANO, JR., M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared PHILIP C. D'ANGELO, M.D., to me known to be the person described in and who executed the foregoing articles of incorporation and he acknowledged before me according to law that he made and subscribed the same for the purposes therein expressed and mentioned and set forth.

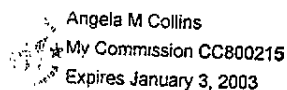
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of June, 2000

My Commission Expires:

1/3/2003

Angela Collins  
Notary Public/State of Florida

(AFFIX SEAL)



STATE OF FLORIDA  
COUNTY OF CHARLOTTE

Before me, the undersigned authority, personally appeared DOMINGO E. GALLIANO, JR., M.D., to me known to be the person described in and who executed the foregoing articles of incorporation and he acknowledged before me according to law that he made and subscribed the same for the purposes therein expressed and mentioned and set forth.

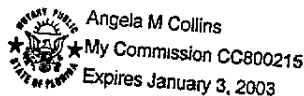
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of June, 2000

My Commission Expires:

1/3/2003

Angela Collins  
Notary Public/State of Florida

(AFFIX SEAL)



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

Pursuant to Florida Statutes, Section 48.091 (1998), the following is submitted, in compliance therewith:

First: That, GALLIANO AND D'ANGELO SURGICAL ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, in Port Charlotte, County of Charlotte, State of Florida, has named:

**DAROL H. M. CARR**

located at 2315 Aaron Street, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this State.

**GALLIANO AND D'ANGELO SURGICAL ASSOCIATES, P.A.**

By: \_\_\_\_\_

PHILIP C. D'ANGELO, M.D.

Incorporator

By: \_\_\_\_\_

DOMINGO E. GALLIANO, JR. M.D.

Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said law relative to keeping open said office.

\_\_\_\_\_  
DAROL H. M. CARR  
Registered Agent

FILED  
00 13 AM '97  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA