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September 18, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Yale Smith, MD PA

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Certificate of Fictitious Name

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

FILED
00 SEP 18 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 18 AM 10:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION

OF

YALE SMITH, M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a physician licensed or otherwise legally authorized to practice by and within the State of Florida, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation shall be Yale Smith, M.D., P.A. The mailing address of this Corporation shall be 13401 Sutton Park Drive South, #1032, Jacksonville, FL 32224.

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Nature of Business

The general nature of business and proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz:

1. To engage in every aspect of the practice of medicine and all its fields of specialization as are engaged in by physicians in this state.

2. To engage and render the professional service involved only through its officers, agents and employees who are physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of the professional services hereby authorized.

5. To engage in no other business other than the rendering of the professional services specified herein.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 5,000 shares of common stock, each with a par value of \$1.00. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice as a physician in the State of Florida.

ARTICLE V

Initial Board of Directors

This corporation shall have one (1) Directors initially. The number of Directors may be increased from time to time by the By-

laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Yale Smith, M.D., P.A.
13401 Sutton Park Drive South, #1032
Jacksonville, FL 32224

ARTICLE VI

Incorporator

The name and address of the person signing these articles is:

Yale Smith
13401 Sutton Park Drive South, #1032
Jacksonville, FL 32224

ARTICLE VII

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

(a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;

(b) Reorganization, merger or consolidation of the Corporation;

(c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;

(d) Dissolution of the Corporation;

(e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock for any consideration (other than money), but including

property, services, discharge of a debt or consideration received in a merger.

ARTICLE VIII

Pre-emptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasure shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE IX

Interested Directors

A. No contract or other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this

reason alone or be reason alone that such Director or Directors are present at the meeting of the Board, or of a committee thereof, which approves such contract or transaction, or that his or their votes are counted for such purpose:

(1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transactions by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or

(2) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders;

(3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which approves such contract or transaction.

ARTICLE X

Long-Term Employment Contract

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XI

Director Reliance on Corporate Records

A Director shall not be liable for dividends illegally declared, distributions illegally made to shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of ample value.

ARTICLE XII

Amendment - Nature of Business

In the event the ownership of shares of this Corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of The Professional Service Corporation Act, the members of the Board of Directors of this Corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all of the shareholders of the Corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article III herein, so that this Corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes; except that the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express,

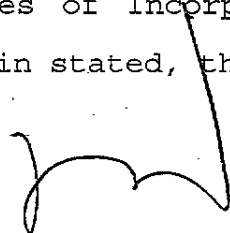
railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition provided all of the Directors and all of the shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Chapter 607.187 of the Florida Statutes.

ARTICLE XIII

Initial Registered Office and Registered Agent

The address of the initial registered office of this Corporation is 4925 Beach Boulevard, Jacksonville, FL 32207. The name of the initial registered agent of this Corporation of that address is Eliot J. Safer.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truths of the facts herein stated, this 13 day of September, 2000.



YALE SMITH

ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in Article XIII hereof, has executed the following acknowledgement accepting said office and agreeing to comply with the provision of Chapter 48.091, Florida Statutes:

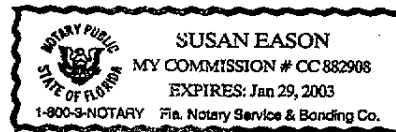
I, Eliot J. Safer having been named to accept service of process for the above stated corporation, at the place designated in Article XIII hereof, hereby comply with the provision of said Act relative to keeping open said office.

Eliot J. Safer
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14
day of September, 2000 by Eliot J. Safer.

Susan Eason
Notary Public, State of Florida
at Large. My comm. expires:



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00 SEP 18 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA