

*PAID 9/14/85*

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DONALD W. WEIDNER

*Of Counsel*  
C. RANDOLPH COLEMAN

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
CRYSTAL H. RINER  
ADMINISTRATOR

September 18, 2000

Attention: New Filings  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

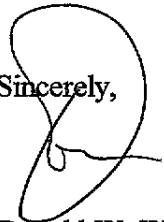
7000003402737-8  
-09/25/00-01104-012  
\*\*\*122.50 \*\*\*78.75

Re: Filing of Articles of Incorporation for  
West Volusia Medical Associates, P.A.  
Client Number 20169

Dear Sirs:

Please find enclosed an original of the Articles of Incorporation for West Volusia Medical Associates, P.A. and a check in the amount of \$122.50 made payable to Secretary of State for the filing fee. Please file the same and return all correspondence, including the certified copy, to the above entitled firm to my attention.

Sincerely,



Donald W. Weidner

DWW:bsl  
cc: Joseph B. de Peyster, M.D.  
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*Pl 9/28/00*

**ARTICLES OF INCORPORATION**

**OF**

**WEST VOLUSIA MEDICAL ASSOCIATES, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**Article I**

**Name**

**Section 1.1. Name.** The name of this professional corporation is West Volusia Medical Associates, P.A., and the address is 1070 North Stone Street, DeLand, Florida 32720.

**Article II**

**Duration**

**Section 2.1. Duration.** This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III**

**Purpose**

**Section 3.1. Purposes.** This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, 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 medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

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It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

#### **Article IV**

##### **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having one dollar (\$1.00) par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **Article V**

##### **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246, and the name of the initial registered agent of this corporation at that address is Donald W. Weidner, Esquire.

#### **Article VI**

##### **Directors**

Section 6.1. Number. This professional corporation shall have six directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three (3). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

<u>Name</u>	<u>Address</u>
Joseph B. dePeyster, M.D.	1070 North Stone Street DeLand, Florida 32720
Leonard Astrauskas, M. D.	1070 North Stone Street DeLand, Florida 32720
Albert Razzetti, M.D.	1070 North Stone Street DeLand, Florida 32720
Reginald Schutt-Aine, M.D.	1070 North Stone Street DeLand, Florida 32720

**Section 6.3 Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **Article VII** **Bylaws**

**Section 7.1. Bylaws.** The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **Article VIII** **Incorporator**

**Section 8.1. Name and Address.** The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is Joseph B. dePeyster, M.D., 1070 North Stone Street, DeLand, Florida 32720.

**Article IX**  
**Amendment**

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

**Article X**  
**Dissolution**


Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15<sup>th</sup> day of September, 2000.

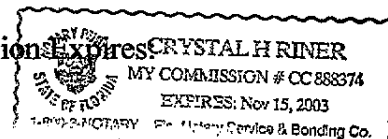
  
Signature

STATE OF FLORIDA     )  
                                  )  
COUNTY OF VOLUSIA    )

The foregoing instrument was acknowledged before me by Joseph B. dePeyster, M.D., this 15<sup>th</sup> day of September, 2000.

  
Notary Public, State of Florida  
at Large.

My Commission Expires CRISTAL H RINER




**Certificate Designating or Changing Place**

**of Business or Domicile for the Service of Process  
Within This 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:

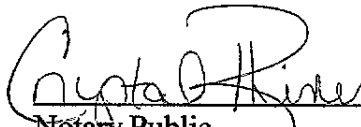
That West Volusia Medical Associates, P.A., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named Donald W. Weidner, Esquire at Donald W. Weidner, P.A., 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

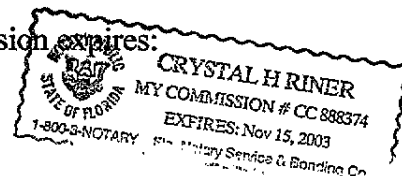
By:   
Donald W. Weidner, Esquire

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DUVAL    )

September, 2000. **SWORN TO AND SUBSCRIBED** before me by Donald W. Weidner this 15<sup>th</sup> day of

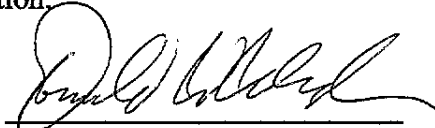
  
Notary Public  
State of Florida At Large

My commission expires:



ACCEPTANCE

I hereby agree to act as registered agent for West Volusia Medical Associates, P.A., as stated in the Articles of Incorporation of said Corporation.

  
Donald W. Weidner, Esquire

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00 SEP 25 AM 9:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA