

**P00000106345**  
**GREENFELDER, MANDER, MURPHY, DWYER & MORRIS**  
ATTORNEYS AT LAW

14217 THIRD STREET, DADE CITY, FLORIDA 33523-3828

Dade City  
Brooksville  
Fax

352-567-0411  
352-796-7900  
352-567-7758

Glen E. Greenfelder M.S., J.D.  
A.R. "Chip" Mander, III\* J.D.  
David J. Murphy J.D.  
Daniel L. Dwyer\*\* J.D.  
Kimberly C. Morris\*\*\* J.D.

\* Board Certified in Criminal Law  
\*\* Also Admitted to Ohio Bar  
\*\*\* Also Admitted to Georgia and Kentucky Bars

Legal Assistants:

Larry Fugate J.D.  
Tricia Hall B.A.  
Amy Glenn A.S.  
Bobbie Samme A.A., P.L.S.  
Juanette Newman A.S.  
Deborah L. Parks C.L.A.

November 8, 2000

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-11/13/00--01071--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for Pediatric Partners of Zephyrhills, P.A.

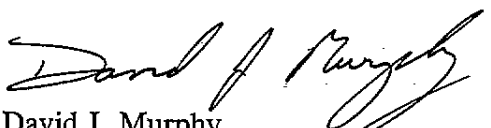
Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$78.75 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, MURPHY,  
DWYER & MORRIS

  
David J. Murphy

DJM/kw

Enclosures

FILED  
00 NOV 13 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PEDIATRIC PARTNERS OF ZEPHYRHILLS, P.A.**

**FILED**  
00 NOV 13 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION, PRINCIPAL OFFICE  
AND MAILING ADDRESS**

The name of this corporation shall be: PEDIATRIC PARTNERS OF ZEPHYRHILLS,  
P.A.

The principal office of this corporation shall be: 6719 Gall Blvd., Suite 206, Zephyrhills,  
Florida 33541.

The mailing address of this corporation shall be: 6719 Gall Blvd., Suite 206, Zephyrhills,  
Florida 33541.

**ARTICLE II**

**PURPOSE**

The general nature and purposes of business to be transacted, promoted and carried on by  
the corporation are as follows:

- a. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by physicians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be 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.
- c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **ARTICLE III**

#### **CAPITAL STOCK**

- a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One Dollars (\$1.00) per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to physicians in

good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### **ARTICLE IV**

##### **DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6719 Gall Blvd., Suite 206, Zephyrhills, Florida 33541. The name of the initial registered agent of this corporation is David J. Murphy, Esquire, 14217 Third Street, Dade City, FL 33523.

#### **ARTICLE VI**

##### **INCORPORATOR**

The name and address of the incorporators signing these Articles is:

KATHRYN R. LIN  
6719 Gall Blvd., Suite 206  
Zephyrhills, Florida 33541

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of no less than one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one.

The name and address of the initial Board of Directors of this corporation are:

KATHRYN R. LIN  
6719 Gall Blvd., Suite 206  
Zephyrhills, Florida 33541

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and

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shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE X**

#### **INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE XI**

#### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII**

#### **BYLAW AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of  
Incorporation on the 6 day of November, 2000.

  
KATHRYN R. LIN

STATE OF FLORIDA

COUNTY OF PASCO

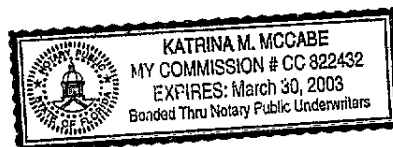
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and  
County set forth above, personally appeared KATHRYN R. LIN, known by me to be the person  
who executed the foregoing Articles of Incorporation, and who acknowledged before me that she  
executed these Articles of Incorporation and who furnished as proof of identification:

Personally known to me.

IN WITNESS WHEREOF I have set my hand and seal in the State and County  
above this 6 day of November, 2000.

  
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That PEDIATRIC PARTNERS OF ZEPHYRHILLS, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6719 Gall Blvd., Suite 206, Zephyrhills, FL 33541, has named, DAVID J. MURPHY, Esquire, whose address is 14217 Third Street, Dade City, FL 33523, as its agent to accept service of process within Florida.

DATED: 11/8/00

SIGNED: Kathryn R. Lin  
KATHRYN R. LIN

FILED  
00 NOV 13 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE**

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 11/8/00

David J. Murphy  
DAVID J. MURPHY  
Registered Agent