

P01000021041

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000021320 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : WILLIAMSON, DIAMOND & CATON, P.A.

Account Number : 074403003061

Phone : (727) 398-3600

Fax Number : (727) 393-5458

FLORIDA PROFIT CORPORATION OR P.A.

ANTHONY R. MORELLI, M.D.P.A.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

RECEIVED
TALLAHASSEE, FLORIDA

01 FEB 27 PM 2:09

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight FEB 27 2001

(((H01000021320 6)))

ARTICLES OF INCORPORATION
OF
ANTHONY R. MORELLI, M.D.P.A.

FILED
01 FEB 27 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, licensed or otherwise legally authorized to practice law by and within the State of Florida, hereby acting as incorporators for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is ANTHONY R. MORELLI, M.D.P.A., and its principal office address is: 2992 Talon Drive, Clearwater, Florida 33761; and its mailing address is 2992 Talon Drive, Clearwater, Florida 33761.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the following purposes:

(a) To engage in every aspect of the practice of medicine and all of its fields of specialization as are engaged in by the practice of medicine.

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

RICHARD P. CATON, ESQ.
WILLIAMSON, DIAMOND & CATON, P.A.
7843 Seminole Boulevard.
Seminole, Florida 33772
(813) 398-3600
SPN # 293010/FBN #347299

(((H01000021320 6)))

(((H01000021320 6)))

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

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

(e) To engage in no other business other than rendering of the professional services herein specified.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock. Shares of the Corporation's stock and certificates therefor shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service of this Corporation.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2992 Talon Drive, Clearwater, Florida, 33761, and the name of the initial registered agent is ANTHONY R. MORELLI.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ANTHONY R. MORELLI

ADDRESS

2992 Talon Drive
Clearwater, Florida 33761

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ANTHONY R. MORELLI

ADDRESS

2992 Talon Drive
Clearwater, Florida 33761

(((H01000021320 6)))

(((H01000021320 6)))

ARTICLE 8: AMENDMENT

(a) This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

(b) In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership who is not qualified under the provisions of Chapter 621, Florida Statutes, and here has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of share no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

ARTICLE 9: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article 8(b) dealing with Amendments. Should any amendment be effected which changes the nature and purpose of this Corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of Directors of this Corporation and shall not have no financial interest in this Corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the Corporation.

ARTICLE 10: RIGHTS OF SHAREHOLDER WHOSE INTEREST
TERMINATES UNDER ARTICLE 9

If any shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article 9, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article 8(b), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this Corporation as may be owned by him and any other amounts that are lawfully due

(((H01000021320 6)))

(((H01000021320 6)))

and owing to him by the Corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value under such terms as shall be authorized as set forth in the Bylaws or Shareholders Agreement, if any, and if not, by mutual agreement, or if no such Agreement can be reached, by arbitration.

ARTICLE 11: INDEMNIFICATION

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

ARTICLE 12: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of February, 2001.


ANTHONY R. MORELLI

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 27th day of February, 2001.


ANTHONY R. MORELLI, Registered Agent

(((H01000021320 6)))