

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000031526

South Bay Primary Neurology
Care, P.A.

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Signature

Requested by:

WC 3/28 10:30

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

01 MAR 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 MAR 28 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

T. SMITH MAR 28 2001

**ARTICLES OF INCORPORATION
OF
SOUTH BAY PRIMARY NEUROLOGY CARE, P.A.**

FILED
01 MAR 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby makes, subscribes and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation in accordance with Chapter 621 of the Florida Statutes.

ARTICLE I

The name of this Corporation (the Corporation") shall be:

SOUTH BAY PRIMARY NEUROLOGY CARE, P.A.

ARTICLE II

The general nature of the business or businesses to be conducted by this Corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

- (A) To engage in every aspect of the practice of medicine;
- (B) To engage in and render the professional services herein permitted and authorized only through its officers, employees, and agents who are physicians in good standing and duly licensed or otherwise legally qualified and authorized within the State of Florida to render the same professional services as the Corporation;
- (C) To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments;
- (D) To own real estate and personal property necessary for the rendering of the professional services hereby authorized.

This corporation shall engage in no active business other than the rendering of the professional services for which it is hereby specifically incorporated.

ARTICLE III

(A) The capital stock of the Corporation shall be divided into One Thousand (1,000) shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the shareholders. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Shareholders.

(B) All or any part of said capital stock may be paid in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

(C) In the election of Directors of the Corporation, there shall be no cumulative voting of the stock entitled to vote at such elections.

(D) Shares of the Corporation's stock and certificates therefor shall be issued only to physicians in good standing and duly licensed within the State of Florida legally authorized to render the same professional services as the Corporation.

(E) No holder of any class of stock of the Corporation shall have preemptive or preferential rights to subscribe to, purchase, or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase, shares of any class of stock of the Corporation issued or sold, or proposed to be issued or sold, or with respect to which options or warrants shall be granted;

(F) Shares of the Corporation's stock and certificates therefor shall be issued only in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The principal office of the Corporation shall be 4051 Upper Creek Drive, Suite 111, Sun City Center, FL 33573. The mailing address of the Corporation shall be the same as its

principal address. The business offices of the Corporation shall be located at 4051 Upper Creek Drive, Suite 111, Sun City Center, FL 33573, and the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined expedient by the Directors.

ARTICLE VI

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. Each Director shall be an active medical practitioner in good standing and duly licensed and legally authorized within the State of Florida to render the same professional services as the Corporation. The name and address of the initial Director is:

**CHRISTOPHER L. VALENCIA, M.D.
8702 Bay Laurel Ct.
Tampa, FL 33647**

ARTICLE VII

If any officer, director, shareholder, agent, or employee of the Corporation who has been rendering professional services to the public:

- (A) For any reason ceases to be in good standing and duly licensed within the State of Florida to render the same professional services as the Corporation; or
- (B) Accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of professional services; or
- (C) Attempts to sell, transfer, hypothecate, or pledge any shares of stock of the Corporation to any person or in any manner prohibited by law, by these Articles of Incorporation, or by the Bylaws of the Corporation; or
- (D) Voluntarily or involuntarily severs his or her relationships as an officer, director, shareholder, agent, or employee of the Corporation;

then, and in such event, such person's employment with and/or financial interest in the Corporation shall cease forthwith, automatically and immediately, as completely severed and terminated; except to receive payment for such shares of stock in the Corporation as may be owned by him or her, and

any other amounts that are lawfully due and owing to him by the Corporation. Any shares of stock of such person in the Corporation shall then and thereafter have no voting rights of any kind; shall not be entitled to any dividends for stock rights of any kind which may thereafter be declared by the Corporation; and said stock of such person shall be forthwith transferred, sold, purchased, pledged, or redeemed at such price or value and only in such manner as shall be authorized or set forth by the Bylaws or by a Shareholders' Agreement, or both, as adopted by the Shareholders of the Corporation.

No Shareholder of the Corporation, and no personal representative of a deceased or incompetent Shareholder may sell or transfer any of such shareholder's shares of stock in the Corporation except to another individual who is eligible to be a Shareholder of the Corporation, and then only after the proposed sale or transfer has been first authorized or approved in accordance with the Bylaws of the Corporation.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

**CHRISTOPHER L. VALENCIA, M.D.
8702 Bay Laurel Ct.
Tampa, FL 33647**

and the officers of said Corporation who shall hold office until their successors are elected and qualified, and the corporate offices that such officers shall hold, shall be as follows:

CHRISTOPHER L. VALENCIA, M.D. - President, Secretary, Treasurer

ARTICLE IX

The Board of Directors shall be elected annually by the shareholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the Corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent of this Corporation shall be:

**CHRISTOPHER L. VALENCIA, M.D.
4051 Upper Creek Drive, Suite 111
Sun City Center, FL 33573**

ARTICLE XIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

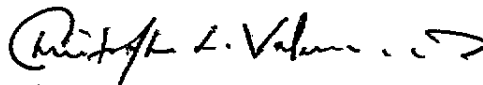
ARTICLE XIV

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 provision.

ARTICLE XV

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Director individually, or any firm of which any Directors may be member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any Director of this Corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.



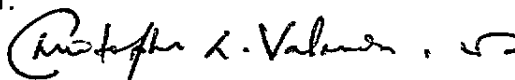
CHRISTOPHER L. VALENCIA, M.D.

Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDESIGNED, an individual resident of the State of Florida, having been named in ARTICLE XIV of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned with further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

Dated this 26th day of March, 2001.



CHRISTOPHER L. VALENCIA, M.D.

Registered Agent

01 MAR 28 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
F-11