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AUTHORIZATION :

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ORDER DATE : April 2, 2001

ORDER TIME : 1:55 PM

ORDER NO. : 100361-005

CUSTOMER NO: 121349A

CUSTOMER: Stacey A. Shaw, Legal Asst
Cheffy Passidomo Wilson &
Johnson
Suite 201
821 Fifth Avenue South
Naples, FL 34102

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DOMESTIC FILING

NAME: ROBERT P. CASOLA, D.O., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

2001 APR -2 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR -2 PM 2:29
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

4/3/01

ARTICLES OF INCORPORATION

OF

ROBERT P. CASOLA, D.O., P.A.

FILED
2001 APR -2 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice medicine in the State of Florida, with the intention of forming a professional service corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following articles of incorporation for the corporation:

**ARTICLE I
NAME**

The name of the corporation and the address of the principal office of this corporation is ROBERT P. CASOLA, D.O., P.A., Southwest Florida Regional Medical Center, Comprehensive Outpatient Treatment Services, 3945 Fowler Street, Fort Myers, FL 33901.

**ARTICLE II
DURATION**

This corporation shall exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles.

**ARTICLE III
PURPOSE**

This corporation is organized for the following purposes:

(a) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.

(b) To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

(c) To do everything necessary, proper or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to

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the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only by and through officers, employees and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Cheffy Passidomo Wilson & Johnson, LLP, Suite 201, 821 Fifth Avenue South, Naples, Florida 34102 and the name of the initial registered agent of this corporation at that address is John D. Kehoe.

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one 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. The name and address of the initial director of this corporation is as follows:

Robert P. Casola, D.O.
Southwest Florida Regional Medical Center
Comprehensive Outpatient Treatment Services
3945 Fowler Street
Fort Myers, FL 33901

The initial director shall hold office until his successors are elected and qualified as provided in the Bylaws.

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these articles is: ROBERT P. CASOLA, D.O., Southwest Florida Regional Medical Center, Comprehensive Outpatient Treatment Services, 3945 Fowler Street, Fort Myers, FL 33901.

**ARTICLE VIII
BYLAWS**

The power to adopt the initial Bylaws shall be vested in the Board of Directors appointed in these articles of incorporation. The power to alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE X
MEETINGS**

Any meeting of shareholders may be held whether within or outside the State of Florida.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger is required even if that approval is not required by law.

**ARTICLE XII
NO REMOVAL OF DIRECTORS**

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XIII CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than Ten Thousand (\$10,000) dollars.

ARTICLE XIV INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

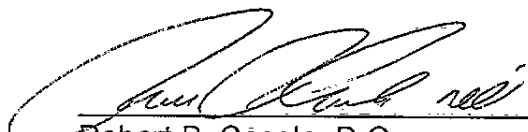
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

ARTICLE XV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them upon a majority vote of the shareholders. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Naples, Florida on the 23rd day of March, 2001.


Robert P. Casola, D.O.
Incorporator

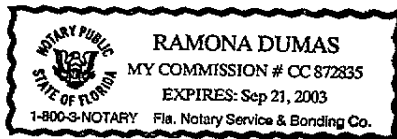
STATE OF FLORIDA

COUNTY OF Lee

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) ss:
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Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Robert P. Casola, D.O., who was sworn and who is ☐ personally known to me or ☒ who presented a drivers license identifying him/her as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22 day of March, 2001.




Notary Public
My Commission Expires:

REGISTERED AGENT'S ACCEPTANCE

I, John D. Kehoe, agree to serve as resident agent and accept service for ROBERT P. CASOLA, D.O., P.A. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0501 of the Florida Statutes in keeping said office open.

Dated this 29th day of March, 2001.


John D. Kehoe

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2001 APR -2 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA