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To:

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From:

Account Name : BAKER & HOSTETLER LLP  
Account Number : I19990000077  
Phone : (407) 649-4043  
Fax Number : (407) 841-0168

FLORIDA PROFIT CORPORATION OR P.A.

Ivan Wortman, M.D., P.A.

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**ARTICLES OF INCORPORATION**

of

**IVAN WORTMAN, M.D., P.A.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Ivan Wortman, M.D., P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 6129 Linneal Beach Drive, Apopka, Florida 32703.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. CO.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of medicine specializing in emergency medical services and any lawful act or activity allowed in accordance with the Florida Statutes.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), with no par value.

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## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is A.G.C. Co., 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32801.

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

## ARTICLE X

### Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 3<sup>rd</sup> day of April, 2001.

**Incorporator**

A.G.C. CO., an Ohio corporation qualified to  
do business in Florida

By: 

Name: Kenneth C. Wright  
Its: Vice President

**CERTIFICATE OF DESIGNATION**  
**OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501, Ivan Worman, M.D., P.A., submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the registered agent is A.G.C. CO., an Ohio corporation qualified to do business in Florida.
2. The address of the registered agent is 200 South Orange Avenue, SunTrust Center, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**Registered Agent**

A.G.C. CO., an Ohio corporation qualified to do business in Florida

By: 

Name: Kenneth C. Wright

Its: Vice President

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