

TRANSMITTAL LETTER

PO1000082438

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

SUBJECT: A. RICHARD PESCITELLI, M.D., P.A., Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900004543219--3
-08/20/01--01133--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: A. RICHARD PESCITELLI, M.D., P.A.
Name (Printed or typed)

3722 CENTRAL AVENUE STE #1
Address

FORT MYERS, FLORIDA 33901
City, State & Zip

941-939-1999
Daytime Telephone number

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01 AUG 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Peggy Myers GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA. ACCP.
DATE 8-21-01
DOC. EXAM cy

gr 8/21

ARTICLES OF INCORPORATION

OF

A. RICHARD PESCITELLI, M.D., P.A.

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of gynecology and obstetrics in the State of Florida, hereby intends to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is A. Richard Pescitelli, M.D., P.A.

ARTICLE II - DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III - PURPOSE

The purposes for which this corporation is formed are:

- a. To engage in the practice of gynecology and obstetrics as a professional corporation and to operate a gynecology and obstetrics office for the purpose of providing gynecology and obstetrics care and treatment.
- b. To promote gynecology and obstetrics treatment and knowledge; to furnish related laboratory and clinical services; and to own or lease real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services.
- c. To do everything necessary, proper or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes

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for which is permitted for a business in the State of Florida and which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

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

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. Such shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share.

ARTICLE V - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of gynecology and obstetrics is not less than \$1,000.00.

ARTICLE VI - PRINCIPAL OFFICE

The address of the corporation's principal office is 3722 Central Avenue, Ste. #1, Fort Myers, Florida 33901. The name of the initial registered agent of the corporation, located at such office, is A. Richard Pescitelli, M.D.

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII - SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is:

A. Richard Pescitelli, M.D. 3722 Central Avenue, Ste. #1
Fort Myers, FL 33901

ARTICLE IX - DIRECTORS

The corporation is to be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the initial Director is:

A. Richard Pescitelli, M.D. 3722 Central Avenue, Ste. #1
Fort Myers, FL 33901

The initial Directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of Directors set forth herein and constituting the initial Board of Directors shall be the authorized number of Directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X - BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI - DISSOLUTION/AMENDMENT

The corporation may be dissolved at any time of these Articles of Incorporation may be amended, (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the

corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Fort Myers, Lee County, this 25th day of July, 2001.

I accept the duties of registered agent.

A Richard Pescitelli
A. Richard Pescitelli, M.D.

Incorporator/Registered Agent

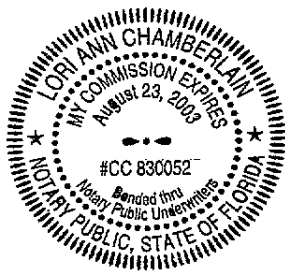
STATE OF FLORIDA

COUNTY OF LEE

Before me personally appeared, A. Richard Pescitelli, M.D., known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purpose therein expressed.

Lori Ann Chamberlain
Notary Public

My commission expires: August 23, 2003



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