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FLORIDA PROFIT CORPORATION OR P.A.

Gregory P. Samano, II, D.O., P.A.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 15, 2001

ARNOLD MATHENY & EAGAN

SUBJECT: GREGORY P. SAMANO, II, D.O., P.A.  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION**  
**OF**  
**GREGORY P. SAMANO, II, D.O., P.A.**

The undersigned, being over the age of eighteen (18) years, competent to contract, and duly licensed to practice public accounting in the State of Florida, for the purpose of organizing a Professional Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be Gregory P. Samano, II, D.O., P.A.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of filing these Articles of Incorporation, and shall have perpetual existence unless sooner dissolved according to the law.

**ARTICLE III**

**PRINCIPAL OFFICE**

The street address of the Corporation's principal office shall be:

2830 Casa Aloma Avenue  
Winter Park, Florida 32792

**ARTICLE IV**

**PURPOSE**

The purpose for which this Corporation is organized shall be to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice as may be permitted by way of applicable law, including, without limitation and only by illustration, the following:

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

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2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, as may be regularly required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.
3. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to and use its credit to assist its officers and employees as reasonably required in the conduct of its professional business.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.
7. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to carry out, cancel, and rescind such contracts.
8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
9. To elect or appoint officers and agents and define their duties and fix their compensation.
10. To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.
11. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
12. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein

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13. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

14. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise not inconsistent with the laws of the State of Florida.

16. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

17. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

18. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

#### ARTICLE V

#### PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed as to perform medical services within some state and at all times at least one of whom is so licensed within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any client wherein the right to select the person by which the services shall be rendered is delegated to the client. This provision shall not be applicable to the extent it is in conflict with the law or rules regulating the practice of medicine within the State of Florida.

#### ARTICLE VI

#### CAPITAL STOCK

##### 5.1. Number and Class of Shares Authorized; Par Value.

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This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having par value of One Dollar (\$1.00) per share, which shall be designated Common Stock.

5.2. Restrictions on Issuance and Transfer.

No share of stock of this Corporation shall be issued or transferred to any person who is not a physician duly licensed to practice medicine in the State of Florida.

5.3. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

5.4. Preemptive Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Gregory P. Samano, II, D.O.  
2830 Casa Aloma Avenue  
Winter Park, Florida 32792

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ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Stephen C. L. Chong, Esquire  
801 North Magnolia Avenue, Suite 201  
Orlando, Florida 32803

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

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

Stephen C. L. Chong  
801 North Magnolia Avenue, Suite 201  
Orlando, Florida 32803

ARTICLE X

BYLAWS

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

ARTICLE XI

DIRECTOR CONFLICTS OF INTEREST

10.1. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(a) If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

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(b) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(c) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

10.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### ARTICLE XII

#### INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director, and its Registered Agent in the manner set out and provided for in the bylaws of this Corporation.

#### ARTICLE XIII

#### AMENDMENT

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.

#### ARTICLE XIV

#### HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 15th day of November 2001.

  
Stephen C. L. Chong, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15 day of November, 2001.

  
\_\_\_\_\_  
Stephen C. L. Chong

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