

Feb. 4, 2002 10:38AM

Division of Corporations

No. 0704

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**Florida Department of State**  
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**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : FLORIDA & OFFSHORE BUSINESS FORMATION, INC.  
Account Number : 120010000099  
Phone : (775)884-1357  
Fax Number : (775)882-6818

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Thomas Mathews, M.D., P.A.**

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
Thomas Mathews, M.D., P.A.**

The undersigned, hereby acting as incorporator for the purpose forming a Professional Service Corporation for profit by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is **Thomas Mathews, M.D. P.A**

**ARTICLE II**

**DURATION, EFFECTIVE DATE**

This corporation shall have perpetual existence commencing as of the date of filing these Articles of incorporation.

**ARTICLE III**

**PURPOSES**

This corporation is organized for the following purposes:

1. To engage in every phase and aspect of the clinical interventional and peripheral vascular medicine.
2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other

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type of investment permitted by law

4. To own real and personal property necessary for the rendering of the professional services hereby authorized.

5. To engage in no business other than the rendering of the professional services herein specified.

#### **ARTICLES IV**

##### **CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, Shares of the corporation's stock and certificates therefor shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

#### **ARTICLE V**

##### **VOTING TRUSTS**

No shareholder of the corporation shall enter into a voting trust or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

#### **ARTICLE: VI**

##### **REGISTERED OFFICE.**

##### **REGISTERED AGENT AND CORPORATE ADDRESS**

The name of the initial Registered Agent of this corporation, and the address of the initial Registered Office of this corporation. are as follows:

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Florida & Offshore Business Formation, Inc.  
20 South Broad Street  
Brooksville, Florida, 34605

The mailing address of this corporation is as:

Florida & Offshore Business Formation, Inc.  
20 South Broad Street  
Brooksville, Florida, 34605\*

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director( of this corporation: Thomas Mathews, M.D. 750 Desoto Avenue, Brooksville, FL 34601.

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator, who is an attorney, duly licensed under the laws of the State of Florida to render services us such is:

Deborah McCall  
The Hogan Law Firm  
20 S. Broad Street  
Brooksville, FL 34605

#### **ARTICLE IX**

##### **AMENDMENT**

The power to amend or repeal the Articles of Incorporation of this corporation

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may be exercised in the manner provided by Chapter 607, Florida Statutes, the Florida General Corporation Act, as follows:

(a) A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders meeting if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote at the holders of a majority of the shares entitled to vote thereon;

(b) All of the directors and all of the shareholders of the corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted

(c) In the event the ownership of shares of this corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles at Incorporation, so that this corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he or she is an ineligible shareholder under Chapter 621, Florida Statutes; but such person shall have no other voting right.

## ARTICLE X

### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article III to the public

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becomes legally disqualified to render such professional services within this State, or accepts employment that places restrictions or limitations upon such person's continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or financial interest in this corporation shall cease forthwith; subject, however, to the provisions of Article IX(c) dealing with "Amendments". Should any amendment be enacted which changes the nature and purpose of this corporation so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of this corporation, and shall have no financial interest in this corporation except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the corporation.

## ARTICLES XI

### RIGHTS OF SHAREHOLDERS WHOSE INTEREST TERMINATES UNDER ARTICLE XI

If any shareholder of this corporation is required to terminate his or her financial interest in this corporation because of the application of Article X, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article IX(c), the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this corporation as may be owned by such shareholder and any other amounts that are lawfully due and owing to such shareholder by the corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

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**ARTICLE XII****PREMPTIVE RIGHTS**

Every 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 such shareholder holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting such shareholder to the shareholder's preemptive 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 XIII****CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to accumulate his or her shares and to give one candidate as many votes as shall equal the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as the shareholder sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that the shareholder intends to accumulate his or her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

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**ARTICLE XIV**

**LONGTERM EMPLOYMENT CONTRACT**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any article or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

**ARTICLE XV**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XVI**

**INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 31st day of January, 2001

  
Deborah McCall  
INCORPORATOR

STATE OF FLORIDA)  
COUNTY OF HERNANDO

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 31st day of January, 2001, by Deborah McCall, who is personally known

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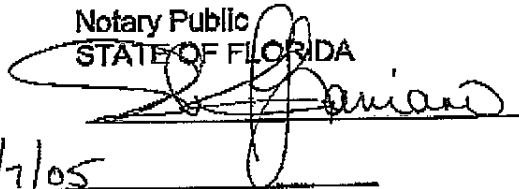
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to me and did/did not take an oath.

Notary Public  
STATE OF FLORIDA



My Commission Expires:

8/7/05



Shannon J Laviano  
My Commission DD048016  
Expires August 07 2005

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED PROFESSIONAL ASSOCIATION SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTEERED  
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the professional association is Thomas Mathews, M.D. P.A.
2. The name and address of the registered agent and office is:

Deborah McCall  
20 S. Broad Street  
Brooksville, FL 34601

Having been named as registered agent and to accept service of process for the above  
stated company 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.

  
Deborah McCall

Dated January 31, 2002

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