

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# PO20000033254

Mark E. Schroeder, M.D., P.A.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: SK

Name

Date

Time

Walk-In \_\_\_\_\_

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- FILED**  
2002 MAR 26 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA
- ☒ Art of Inc. File \_\_\_\_\_
  - \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
  - \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
  - \_\_\_\_\_ L.C. File \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
  - \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
  - \_\_\_\_\_ Merger File \_\_\_\_\_
  - \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
  - \_\_\_\_\_ RA Resignation \_\_\_\_\_
  - \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
  - \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
  - ☒ Cert. Copy \_\_\_\_\_
  - \_\_\_\_\_ Photo Copy \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Status \_\_\_\_\_
  - \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
  - \_\_\_\_\_ Corp Record Search \_\_\_\_\_
  - \_\_\_\_\_ Officer Search \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Search \_\_\_\_\_
  - \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
  - \_\_\_\_\_ Vehicle Search \_\_\_\_\_
  - \_\_\_\_\_ Driving Record \_\_\_\_\_
  - \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
  - \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
  - \_\_\_\_\_ UCC 11 Retrieval ☒ \_\_\_\_\_
  - \_\_\_\_\_ Courier \_\_\_\_\_
- 3/27/02*

EFFECTIVE DATE

3/25/02

ARTICLES OF INCORPORATION

OF

MARK E. SCHROEDER, M.D., P.A.

**FILED**

2002 MAR 26 AM 9:58

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for formation of a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida:

ARTICLE I - NAME:

The name of this corporation is Mark E. Schroeder, M.D., P.A. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing on the date set forth below (i.e., the date of subscription and acknowledgement of these Articles of Incorporation by the incorporator).

ARTICLE III - PURPOSES:

The Corporation is organized for the purposes of (i) engaging in the practice of medicine and related services, including engaging in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed physician under the laws of the State of Florida is authorized to render (but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine therein), (ii) investing the funds of the Corporation in real estate, mortgages, stocks, bonds and any other types of investment, (iii) owning real and

personal property necessary for the rendering of professional services, and (iv) engaging in any and all other lawful business that can be transacted by a professional service corporation not inconsistent with the laws of 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; provided, however, that none of the shares of the Corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida nor shall any shareholder of the Corporation sell or transfer his or her shares in the Corporation to any individual other than one who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

#### ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is William Scott Foster.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the Corporation Mark E. Schroeder, M.D., 238 Windward Way, Niceville, Florida 32578.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is as follows and such person is duly licensed under the laws of the State of Florida to render services as a physician: Mark E. Schroeder, M.D., 238 Windward Way, Niceville, Florida 32578.

ARTICLE IX -BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders of the Corporation.

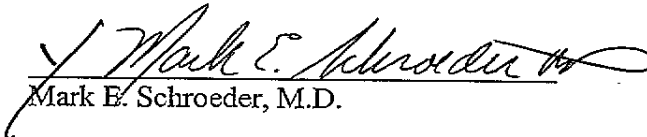
ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XI:

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

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Professional Service Corporation to perform services as aforesaid within the State of Florida, has executed these Articles of Incorporation on this 25<sup>th</sup> day of MARCH, 2002.

  
Mark E. Schroeder, M.D.

STATE OF FLORIDA )

COUNTY OF OKALOOSA )

Before me, the undersigned authority, personally appeared Mark E. Schroeder, M.D., known to me to be the person described in the foregoing Articles of Incorporation of the Corporation, and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purposes therein described.

WITNESS my hand and official seal this 25<sup>th</sup> day of MARCH, 2002.

  
NOTARY PUBLIC

My commission expires:

This Instrument (S-Corporate.Mac\  
PA-Articles.Inc) prepared by:  
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.  
(William Scott Foster)  
909 Mar Walt Drive, Suite 1014  
Fort Walton Beach, Florida 32548  
(850) 863-4064

**WILLIAM SCOTT FOSTER**  
Notary Public, State of Florida  
My comm. exp. June 2, 2004  
Comm. No. CC921459

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Mark E. Schroeder, M.D., P.A. (the "Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation, at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named WILLIAM SCOTT FOSTER, located at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act, including those relative to keeping open of said office.

  
WILLIAM SCOTT FOSTER

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