

PO2000043634

Pemington Law Firm
(Requestor's Name)

(Address)

(City, State, Zip)

282-3533

(Phone #)

OFFICE USE ONLY

Attn: Marsha

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tallahassee Sleep/Wake Disorder Center, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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-04/23/02-01001-006

*****78.75 *****78.75

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 APR 22 AM 8:32

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 APR 22 PM 4:03

RECEIVED

Examiner's Initials

JP
4/23/02

ARTICLES OF INCORPORATION
OF
TALLAHASSEE SLEEP/WAKE DISORDER CENTER, INC.

FILED

2002 APR 22 AM 8:32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be TALLAHASSEE SLEEP/WAKE DISORDER CENTER, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the purposes of engaging in any business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The registered agent of this Corporation shall be George F. Slade, M.D. The address of the registered agent shall be 2013 Miccosukee Road, Tallahassee, FL 32308.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street address of the principal office of this Corporation shall be 2013 Miccosukee Road, Tallahassee, FL 32308.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of One Cent (\$.01) par value voting common stock.

ARTICLE VII
Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII
Directors

This Corporation shall have no less than two (2) directors nor more than five (5) directors. The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
George F. Slade, M.D.	7572 Preservation Road Tallahassee, FL 32312
Linda W. Slade	7572 Preservation Road Tallahassee, FL 32312

ARTICLE IX
Incorporator

The name and address of the Incorporator is: Cathi C. Wilkinson, Post Office Box 10095, 215 S. Monroe Street, Suite 200, Tallahassee, FL 32302.

ARTICLE X
Officers

The officers of the Corporation shall be a President and Secretary, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President	George F. Slade, M.D. 7572 Preservation Road Tallahassee, FL 32312
Secretary/Treasurer	Linda W. Slade 7572 Preservation Road Tallahassee, FL 32312

ARTICLE XI
Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, to the maximum extent permitted by Florida law.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 22nd day of April, 2002, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

Cathi C. Wilkinson
CATHI C. WILKINSON
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared CATHI C. WILKINSON, and being first duly sworn and upon her oath, stated that CATHI C. WILKINSON signed the above Articles of Incorporation for the conditions and purposes therein expressed this _____ day of April, 2002.

NOTARY PUBLIC - STATE OF FLORIDA

PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF
COMMISSION

Personally known to me _____ or
Produced the following identification _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT

FILED

2002 APR 22 AM 8:32

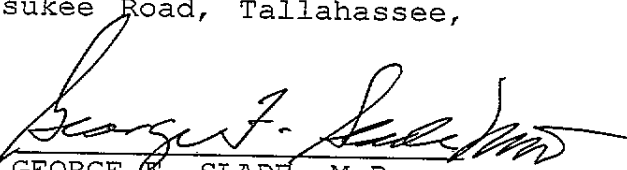
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.01, Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Tallahassee Sleep/Wake Disorder Center, Inc.

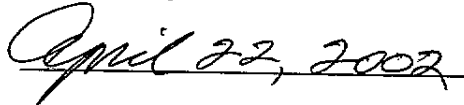
2. The name and address of the registered agent and office is: George F. Slade, M.D., 2013 Miccosukee Road, Tallahassee, FL 32308.

SIGNATURE:

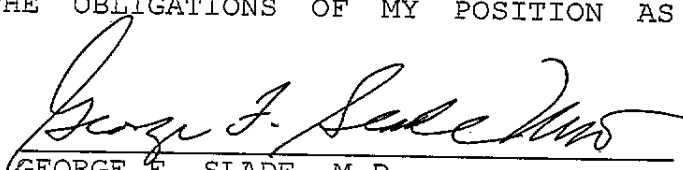

GEORGE F. SLADE, M.D.

TITLE: President

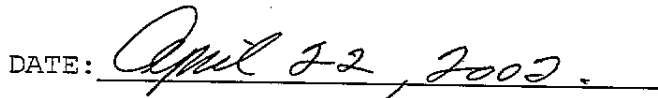
DATE:



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.


GEORGE F. SLADE, M.D.

DATE:



REGISTERED AGENT FILING FEE: \$35.00

G:\MARSHA\CORPORAT\TallSleep-Wake.designation resident agent.wpd