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**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****EMERALD COAST FAMILY MEDICINE, P.A.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**EMERALD COAST FAMILY MEDICINE, P.A.**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**  
**CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is EMERALD COAST FAMILY MEDICINE, P.A. and its principal office and mailing address is 17320 Panama City Beach Parkway, Suite 111, Panama City Beach, FL 32413.

**ARTICLE TWO**  
**NATURE OF BUSINESS**

The purpose of the corporation is to do any and all lawful business for which professional service corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate an family medical business.

**ARTICLE THREE**  
**CAPITAL STOCK**

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

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ARTICLE FOUR  
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1201 Eglin Parkway, Shalimar, Florida 32579.  
The registered agent is WILLIAM G. KILPATRICK, JR.

ARTICLE SIX  
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one.

The names and addresses of the initial Board of Directors of the corporation are as follows:

Darrell Willis, M.D.	Director
17320 Panama City Beach Parkway, Suite 111	
Panama City Beach, FL 32413	

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN  
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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**ARTICLE EIGHT**  
**REMOVAL OF DIRECTOR**

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

**ARTICLE NINE**  
**SHAREHOLDER QUORUM**

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

**ARTICLE TEN**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

**ARTICLE ELEVEN**  
**INCORPORATOR**

The name and address of the incorporator is WILLIAM G. KILPATRICK, JR., 1201 Eglin Parkway, Shalimar, FL 32579.

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IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles  
on this 24<sup>th</sup> day of June, 2002.

  
WILLIAM G. KILPATRICK, JR., Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for  
EMERALD COAST FAMILY MEDICINE, P.A., and acknowledge my acceptance with my  
signature below on this 24<sup>th</sup> day of June, 2002.

  
WILLIAM G. KILPATRICK, JR., Registered Agent