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EFFECTIVE DATE
7-29-02

FLORIDA PROFIT CORPORATION OR P.A.

ALISIA S. MARTIN, M.D., P.A.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

ALISIA S. MARTIN, M.D., P.A.

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TALLAHASSEE, FLORIDA

The undersigned, a medical doctor duly licensed to render professional services in the State of Florida, for the purpose of forming a professional corporation under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

EFFECTIVE DATE

07-29-02

Name: The name of the corporation is ALISIA S. MARTIN, M.D., P.A.

Address of Principal Office: The address of the principal office of the corporation is 1538 The Greens Way, Suite 101, Jacksonville Beach, Florida 32250.

Mailing Address: The mailing address of the corporation is 7632 Wexford Club Drive West, Jacksonville, Florida 32256.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine, the same professional services that a medical doctor duly licensed under the laws of the State of Florida is authorized to render; provided, however, nothing in these Articles of Incorporation shall be interpreted to

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prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

ARTICLE IV

CAPITAL STOCK

(a) **Authorized Capital.** The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) **Limitation on Issuance.** None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One Independent Drive, Suite 2000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Gresham R. Stoneburner.

ARTICLE VI

DIRECTORS

(a) **Number.** This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the member of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Alisia S. Martin	7632 Wexford Club Drive West Jacksonville, Florida 32256

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(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE VIII

BYLAWS

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator of this corporation are:

Name

Alisia S. Martin, M.D.

Address

7632 Wexford Club Drive West
Jacksonville, Florida 32256

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ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 29th day of July, 2002.

Alisia S. Martin
Alisia S. Martin, M.D., Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

Gresham R. Stoneburner
Gresham R. Stoneburner, Registered Agent

Dated: July 29th, 2002.

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TALLAHASSEE, FLORIDA

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