

PO2000117566

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

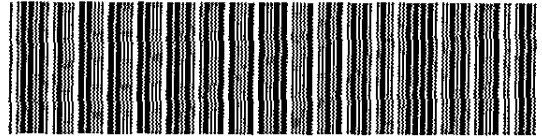
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800008663298

10/31/02--01069--002 **78.75

FILED

02 OCT 31 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/1

**RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW**

145 NW CENTRAL PARK PLAZA
SUITE 200
PORT ST. LUCIE, FLORIDA 34986

(772) 873-5900
FAX: (772) 340-0804
EVETT.SIMMONS@RUDEN.COM

October 28, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

IN RE: WITH WOMEN IN MIND OB/GYN, P.A.

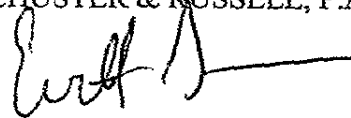
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.



Evett L. Simmons, Esquire

Enclosures

FILED

02 OCT 31 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WITH WOMEN IN MIND OB/GYN, P.A.**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be With Women in Mind OB/GYN, P.A. The principal office of this Corporation shall be 2215 Nebraska Avenue, Suite 3E, Fort Pierce, FL 34950. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic or medical office for the purposes of providing medical care and treatment.

B. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.

C. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand five hundred (1,500) shares of common stock at One (\$1.00) Dollar par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the Corporation's stock and certificates shall be issued only to physicians or professional associations wholly owned by physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 2215 Nebraska, Suite 3E, Fort Pierce, FL 34950 , and the name of its initial Registered Agent at said address is Patricia A. Harding, M.D.

VI

Incorporator

The name and address of the Incorporator is as follows:

Patricia A. Harding, M.D.
2215 Nebraska Avenue, Suite 3E
Fort Pierce, FL 34950

VII

Board of Directors

The Corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Patricia A. Harding, M.D.
2215 Nebraska Avenue, Suite 3E
Fort Pierce, FL 34950

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he or she shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

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

XII
Amendments

The power to adopt, alter, amend or repeal the Articles of Incorporation or Bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of October, 2002.

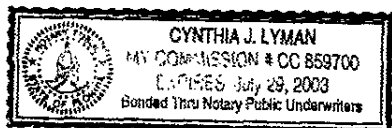
By: Patricia A. Harding
PATRICIA A. HARDING

State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 25th day of October 2002, by PATRICIA A. HARDING, who after producing Florida Driver's License # H635-681-59-745-0 Exp. 7/5/04, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 25th day of October 2002.

Cynthia J. Lyman
NOTARY PUBLIC-State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

That **PATRICIA A. HARDING, M.D., P.A.**, a Corporation for Profit, has named **PATRICIA A. HARDING, M.D.**, 2215 Nebraska Avenue, Suite 3E, Fort Pierce, Florida 34950 as its agent to accept service of process within this state. Having been named to accept service of process for the above 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 relative to keeping open said office.


PATRICIA A. HARDING, M.D.

FILED
02 OCT 31 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA