

P02000128215

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

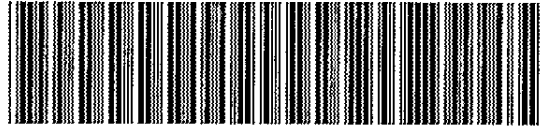
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800009287078

12/03/02--01005--007 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC -2 PM 1:01

12-5-0

**William S. Jonassen P.A.**

Attorney at Law

Office Address:  
10785 Wilmerton Road  
Largo, Florida 33778

Mailing Address:  
P.O. Box 366  
Indian Rocks Beach, Florida 33785  
Telephone (727) 586-1484  
Fax: (727) 585-9818

November 22, 2002

Secretary of State  
Bureau of Corporation Records  
The Capitol  
Tallahassee, Florida 32304

Re: William T. Keweshan, D. O., P. A.

Dear Sir:

Enclosed for filing with your office are original and duplicate copy of Articles of Incorporation for the proposed corporation, William T. Keweshan, D. O., P. A.

The duplicate copy has been notarized in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return the same to this office.

I have enclosed my check in the total amount of \$78.75 for filing fees and a return of the certified copy of the Articles of Incorporation this office at your earliest convenience.

Your cooperation and assistance with regards to this matter is most greatly appreciated.

Very truly yours,

  
William S. Jonassen

WSJ/blj  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC -2 PM 1:03

**ARTICLES OF INCORPORATION  
OF  
WILLIAM T. KEWESHAN, D. O., P. A.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a physician duly licensed to render professional services as such within the State of Florida, do hereby associate myself in the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 608 and 621, Florida Statutes.

**ARTICLE I**

**NAME**

The name of this corporation shall be WILLIAM T. KEWESHAN, D. O., P. A., and the principal place of business shall be 10785 Ulmerton Road, Largo, Florida 33778.

**ARTICLE II**

**NATURE OF BUSINESS**

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 the same professional services to the public that a

physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only 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 in such State.

To invest its funds in real estate, mortgages, stocks, bonds or other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or any other State or County and not prohibited by the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes, all as permitted by law.

**ARTICLE III**  
**CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of \$1.00 per share. 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 as a physician in the State of Florida. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred (\$500.00) Dollars.

ARTICLE V.  
CORPORATE EXISTENCE

This corporation shall exist perpetually unless and until dissolved according to law.

ARTICLE VI  
ADDRESS OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The street address of the registered office of this corporation in the State of Florida shall be 10785 Ulmerton Road, Largo, Florida, 33778. The registered agent of said corporation shall be William S. Jonassen, Esq., whose address shall be the same as the registered office of the corporation.

ARTICLE VII  
NUMBER OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1).

**ARTICLE VIII**  
**FIRST BOARD OF DIRECTORS**

The name and street address of the member of the First Board of Directors who shall hold office until his successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>
WILLIAM T. KEWESHAN, D. O.	10785 Ulmerton Road Largo, Florida 33778

**ARTICLE IX**  
**SUBSCRIBERS**

The name and street address of the Subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
WILLIAM T. KEWESHAN, D. O.	10785 Ulmerton Road Largo, Florida 33778

The proceeds of the issuance of shares pursuant to the subscriptions of the Subscriber will amount to at least FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE X

BY-LAWS

The Board of Directors shall have the authority to periodically adopt By-Laws consistent with these Articles.

ARTICLE XI

VOTING TRUSTS

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

ARTICLE XI

VOTING TRUSTS

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

ARTICLE XII

ELECTION OF DIRECTORS

At all elections of Directors of this corporation, such directors shall be elected by a majority vote of the shares represented at the meeting held for such purposes.



### ARTICLE XIII

#### TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contracts or transaction of this corporation or in which this corporation is interested, and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm, and the presence of any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

### ARTICLE XV

#### REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the shareholders, with or without cause, by

a majority vote of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the Corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive by-laws and/or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such shares. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

#### **ARTICLE XVI**

#### **ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes,

objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers.

This corporation shall have the powers to enter into or become a partner in, any arrangement for sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of shares of the common stock of this corporation any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of this share, in accordance with the by-laws adopted by the shareholders of this corporation, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder,

who dies, in accordance with the By-Laws adopted by the shareholders, or any agreement among said shareholders filed with the corporation, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate including but not limited to one or more of the following:

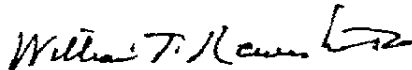
(a) A pension plan, (b) a profit-sharing plan, (c) a stock bonus plan, (d) a thrift and savings plan, (e) a stock option plan (f) life, medical, disability or other health insurance plan or plans, (g) professional liability plan, (h) other retirement, death benefit or incentive compensation plan or plans.

#### ARTICLE XVII

#### AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned natural person,  
competent to contract, hereby adopt these Articles of Incorporation  
this \_\_\_\_\_ day of \_\_\_\_\_, 2002.



\_\_\_\_\_  
WILLIAM T. KEWESHAN, D. O.

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

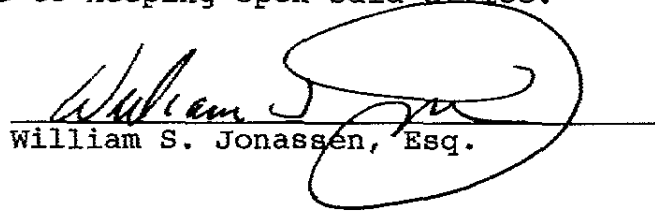
I HEREBY CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_, 2002  
before me personally appeared WILLIAM T. KEWESHAN, D. O., P. A.,  
who, is personally known to me or has produced sufficient  
identification pursuant to Section 117.05(5)(b), Florida Statutes,  
to establish his identity, and after being by me first duly sworn,  
deposes and acknowledges he is the Subscriber described in the  
foregoing Articles of Incorporation, and he acknowledged before me  
that he executed said Articles of Incorporation as his free and  
voluntary act and deed, for the uses and purposes therein set  
forth.

WITNESS my hand official seal at Largo, Pinellas County, State  
of Florida, the day and year last aforesaid.

\_\_\_\_\_  
Notary Public  
My commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the above named  
corporation, at the place designated in this Certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provision of said act relative to keeping open said office.

  
\_\_\_\_\_  
William S. Jonassen, Esq.