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WENDEL & CHRITTON
CHARTERED
ATTORNEYS AT LAW

JOHN F. WENDEL
Administrative and Governmental Law
Corporation and Business Law
Non-Profit/Tax Exempt Organizations
Sports Law

March 21, 2003
VIA FEDEX
TRACKING #8388 5714 1514

5300 South Florida Avenue
Post Office Box 5378
Lakeland, Florida 33807
Telephone (863) 646-5091
Fax (863) 644-3477
E-mail: wcplaw@aol.com

In reply please refer to our file:

(7616) M-03-057-1
Cavero Pediatrics, P.A.
General Corporate/Miscellaneous

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

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original and one copy of the Articles of Incorporation for Cavero Pediatrics, P.A., and
2. Our check for \$78.75 payable to "Secretary of State", and
3. Our self-addressed, stamped envelope.

Please do the following:

1. File the original Articles of Incorporation, prepare a certified copy of same and send the certified copy to the undersigned by regular mail in the enclosed self-addressed stamped envelope provided for that purpose.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
WENDEL & CHRITTON, CHARTERED


John F. Wendel

JFW/dis

Enclosures

cc: Maria A. Cavero-Rankin, M.D. (w/enclosures)
Bergon F. Brokaw, II, CPA, MA(w/enclosures)

G:\Wendel\CAVERO PEDIATRICS, P.A\Secretary of State Letter 3-21-03.wpd

*Dictated by Mr. Wendel
but signed in his absence to avoid
delay in mailing.*

ARTICLES OF INCORPORATION

OF

CAVERO PEDIATRICS, P.A.

The undersigned incorporator, a physician duly licensed and legally authorized to render professional medical services by and in the State of Florida, desiring to form a professional service corporation pursuant to Chapter 621 of the Florida Statutes, does ordain and establish these Articles of Incorporation.

ARTICLE I.

The name of the corporation is CAVERO PEDIATRICS, P.A..

ARTICLE II

The existence of the corporation shall commence on April 1, 2003.

ARTICLE III.

The street address of the 4304 Highland Park Boulevard, Lakeland, Florida 33813, and the mailing address of the corporation is 4304 Highland Park Boulevard, Lakeland, Florida 33813.

ARTICLE IV.

A. The sole and specific purpose for which the corporation is organized is the rendering of professional pediatric medical services through shareholders, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional medical services within the State of Florida; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a license or other legal authorization is required; and, provided further, that nothing contained herein shall be interpreted to require that the right of an individual to be a shareholder of the corporation, or to organize the corporation, is dependent upon the present or future existence of an employment relationship between him or her and the corporation, or his or her present or future active participation in any capacity in the production of the income of the corporation or in the performance of the professional medical services rendered by the corporation.

B. The corporation shall not engage in any business other than the rendering of professional medical services for which it is specifically organized; provided, however, that nothing herein shall be interpreted to prohibit the corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional medical services.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V.

A. The number of shares which the corporation is authorized to issue is 1,000 shares having a par value of \$0.01 per share.

B. The corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render professional medical services in the State of Florida. No shareholder of the corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

C. If any officer, shareholder, agent, or employee of the corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional medical services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional medical services, that person shall sever all employment with, and financial interests in, the corporation forthwith.

D. No shareholder of the corporation may sell or transfer his or her shares in the corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the corporation.

ARTICLE VI.

The name and street address of the initial registered agent of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, CHARTERED, 5300 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE VII.

The name and address of the sole incorporator of the corporation is MARIA A. CAVERO-RANKIN, M.D., 4304 Highland Park Boulevard, Lakeland, Florida 33813.

IN TESTIMONY WHEREOF the undersigned has executed these Articles of Incorporation on this 19th day of March, 2003.



MARIA A. CAVERO-RANKIN, M.D., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, JOHN F. WENDEL, having been designated to serve as Registered Agent of CAVERO PEDIATRICS, P.A., hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of that office.

DATED this 19th day of March, 2003.



JOHN F. WENDEL, Registered Agent