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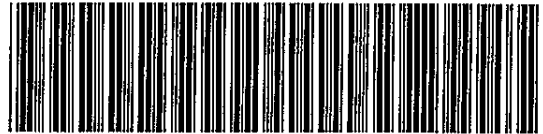
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RECEIVED  
03 JUN 11 PM 12:05  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
03 JUN 11 PM 12:10  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DM 6/11

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ACUTE DIALYSIS, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: E. Gary Early

Name (Printed or typed)

215 South Monroe Street, Suite 701

Address

Tallahassee, Florida 32301

City, State & Zip

(850) 222-0720

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
ACUTE DIALYSIS, INC.  
A Florida For-Profit Corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUN 11 PM 12:10

**ARTICLE I  
NAME**

The name of this corporation shall be Acute Dialysis, Inc.

**ARTICLE II  
MAILING ADDRESS AND PRINCIPLE OFFICE**

The mailing address of the corporation shall be Post Office Box 15052, Tallahassee, Florida 32317. The initial principle office of the corporation shall be located at 1300 Miccosukee Road, Tallahassee, Florida 32308.

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purpose for which the corporation is formed is for the provision of dialysis treatment for patients of Tallahassee Memorial Hospital or patients of other health care facilities.

**ARTICLE IV  
POWERS OF CORPORATION**

The corporation is to have the power to do any and all things necessary or expedient for carrying out the objectives and purposes of the corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

**ARTICLE V  
SHARES**

The Corporation shall have 100 shares of stock. Shares shall be of a single class. Shareholders shall have unlimited voting rights based on the proportion of the shares held to the total number of shares issued. Shareholders shall be entitled to receive the net assets of the corporation upon dissolution based on the proportion of the shares held to the total number of shares issued.

**ARTICLE VI**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VII**  
**NAMES OF SUBSCRIBER**

The name and address of the person subscribing to these Articles of Incorporation is:

Marie R. Harper  
3028 Pasturewood Lane  
Tallahassee, Florida 32309

**ARTICLE VIII**  
**OFFICERS**

The following officers shall retain office until September 30, 2003 or at such time as prescribed in the corporation's By-Laws:

Marie R. Harper  
President and Secretary  
3028 Pasturewood Lane  
Tallahassee, Florida 32309

Judith Parker  
Vice President and Treasurer  
3621 Kimmer Rowe Drive  
Tallahassee, Florida 32309

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, and its affairs managed, by a Board of Directors. The Board of Directors of this corporation shall consist of at least two (2) and no more than five (5) persons. The initial Board of Directors shall consist of the current Officers, who shall hold office until September 30, 2003. Additional Directors may be elected by the shareholders of the corporation as provided in the By-Laws, and shall continue in office until the next September 30; or until their successors shall be elected, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws.

## **ARTICLE IX** **MEETINGS**

The annual meeting of the Corporation shall be held at such time as may be provided by the By-Laws in order to elect new Directors, receive reports of Officers and committees, pass upon the same and turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors.

## **ARTICLE X** **INDEMNIFICATION OF DIRECTORS OR OFFICERS**

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding to the maximum extent allowable by law:

- a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Officer or Director, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Officer or Director did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.
- b) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which an Officer or Director needs indemnification were properly incurred and that such Officer or Director acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.
- c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense,

unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.

- d) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### **ARTICLE XI** **BY-LAWS**

The initial Board of Directors of the corporation shall have the right to make and adopt such By-Laws as they shall deem proper and advisable.

#### **ARTICLE XII** **AMENDMENTS TO BY-LAWS AND** **ARTICLES OF INCORPORATION**

The By-Laws of the corporation and these Articles of Incorporation may be amended by the affirmative vote of a majority of all Directors and a majority vote of the shareholders (not just those attending the meeting at which the action is taken) at a properly noticed meeting of the Board, or at the annual meeting of the Corporation and, if approved, such amendment shall be and form a part of the By-Laws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved as set forth herein and in the By-Laws, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

#### **ARTICLE XIII** **RESIDENT AGENT**

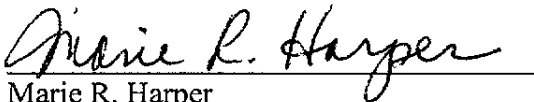
The Resident Agent for the corporation, who shall serve until officially changed, shall be:

E. Gary Early  
215 South Monroe Street, Suite 701  
Tallahassee, Florida 32301

**ARTICLE XIV**  
**DISBURSEMENT OF ASSETS UPON DISSOLUTION**

Upon the dissolution of this corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed to the shareholders of this corporation in proportion to the number of shares owned.

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this 11<sup>th</sup> day of June, 2003.

  
Marie R. Harper  
3028 Pasturewood Lane  
Tallahassee, Florida 32309

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 JUN 11 PM 12:10

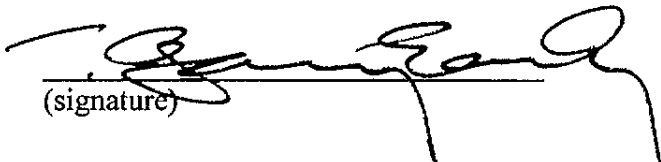
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Acute Dialysis, Inc.
2. The name and address of the registered agent and office is:

E. Gary Early  
215 South Monroe Street, Suite 701  
Tallahassee, Florida 32301

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

  
(signature)

June 11, 2003  
(date)