

P03000/07/35

(Requestor's Name)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

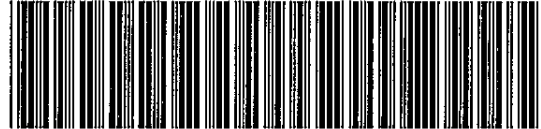
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RECEIVED
03 SEP 30 PM 12:29
DEPARTMENT OF STATE
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

FILED
03 SEP 30 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hano + Ziegler, P.A.

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

ARTICLES OF INCORPORATION

OF

HANO & ZIEGLER, P.A.

FILED
03 SEP 30 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a Professional Corporation for profit, pursuant to the provisions of Chapters 621 and 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME: The name of this Corporation is:

HANO & ZIEGLER, P.A.

ARTICLE 2 - DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 3 - PRINCIPAL OFFICE: The principal office and/or mailing address for the Corporation is:

12419 Oakwind Place
Seminole, FL 33772

ARTICLE 4 - PURPOSE: This Corporation is organized for the following purposes:

1. To engage in every phase and aspect of the practice of medicine.
2. To engage and render the professional services involved, only through its officers, agents and employees, who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render such professional services, except as otherwise authorized in Chapter 621, Florida Statutes.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To own real and personal property necessary for the rendering of the professional services hereby authorized.

ARTICLE 5 - CAPITAL STOCK: This Corporation is authorized to issue One Thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. Shares of the Corporation's stock and certificates thereof shall be issued only to persons in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE 6 - VOTING TRUSTS: No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT:

A. **Registered Office:** The address of the initial registered office of this Corporation is:

2600 McCormick Drive, Suite 235
Clearwater, FL 33759

B. **Registered Agent:** The name of the initial registered agent of this Corporation at that address is:

Martin S. Awerbach, Esquire

ARTICLE 8 - INITIAL BOARD OF DIRECTORS: This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:

Andrew E. Hano, D.O.	12419 Oakwind Place Seminole, FL 33772
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Lane D. Ziegler, D.O.	309 Orangewood Lane Largo, FL 33770
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ARTICLE 9 - INCORPORATOR: The name and post office address of the sole incorporator is:

Martin S. Awerbach, Esquire
2600 McCormick Drive, Suite 235
Clearwater, FL 33759

ARTICLE 10 - AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by Chapter 607, Florida Statutes, and any right conferred upon the shareholders is subject to this reservation. In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he or she is an ineligible shareholder under Chapter 621, Florida Statutes; but such person shall have no other voting right.

ARTICLE 11 - SEVERANCE AND TERMINATION OF EMPLOYMENT: If any officer, director, shareholder, agent or employee of this Corporation, who has been rendering the professional services described in Article 4 to the public, becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon such person's continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article 10 "Amendment." Should any amendment be effected which changes the nature and purpose of this Corporation, so that the restrictions of Chapter 621, Florida Statutes, do not apply, then the restrictions of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of Directors, and shall have no financial interest in this Corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the Corporation.

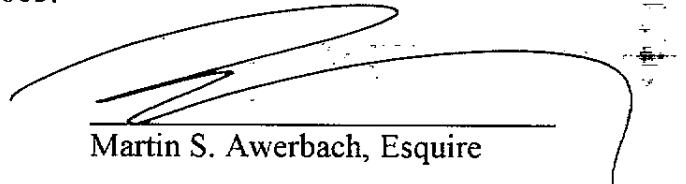
ARTICLE 12 - RIGHTS OF SHAREHOLDERS WHOSE INTEREST TERMINATES UNDER ARTICLE 11: If any shareholder of this Corporation is required to terminate his or her financial interest in this Corporation because of the application of Article 11, or the application of Chapter 621, Florida Statutes, and should these Articles not be amended as provided in Article 10, the financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this Corporation as may be owned by such shareholder and any other amounts that are lawfully due and owing to such shareholder by the Corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE 13 - PREEMPTIVE RIGHTS: Every shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares such shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted, within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares and inviting such shareholder to the shareholder's preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation, within thirty (30) days of receipt of notice from the Corporation.

ARTICLE 14 - BYLAWS: The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 15 - INDEMNIFICATION: The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

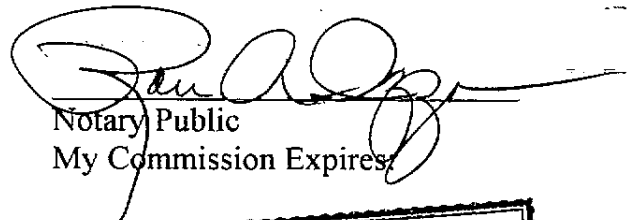
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of September, 2003.


Martin S. Awerbach, Esquire

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of September, 2003, by Martin S. Awerbach, Esquire, who is personally known to me.

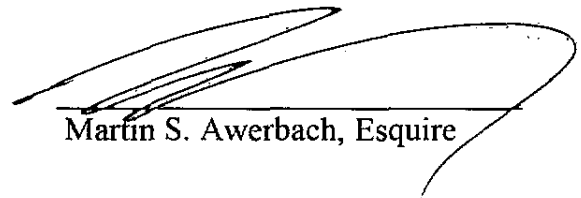

Notary Public
My Commission Expires



FILED
03 SEP 30 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE AND ACKNOWLEDGMENT

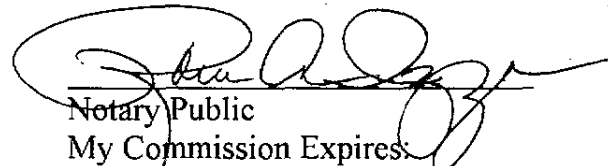
I am familiar with and hereby accept the obligation and responsibilities as Registered Agent and agree to accept service of process for Hano & Ziegler, P.A., and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Martin S. Awerbach, Esquire

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of September, 2003 by Martin S. Awerbach, Esquire, who is personally known to me.


Notary Public
My Commission Expires:

F:\CORP\HANO&ZIEGLER\Articles

