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From:

Account Name : HARRISON, HENDRICKSON & KIRKLAND, P.A.  
Account Number : 120010000002  
Phone : (941) 746-1167  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**L & W PEDIATRICS, P.A.**

Certificate of Status	1
Certified Copy	1
Page Count	06
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 24, 2003

HARRISON, HENDRICKSON & KIRKLAND, P.A.

SUBJECT: L & W PEDIATRICS, P.A.  
REF: W03000031073

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

FAX Aud. #: H03000302579  
Letter Number: 103A00058110

**ARTICLES OF INCORPORATION**

**OF**

**L & W PEDIATRICS, P.A.**

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The undersigned, a natural person competent to contract hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation is L & W PEDIATRICS, P.A., hereinafter referred to as the Association.

**ARTICLE II - DURATION**

The Association shall have perpetual existence commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted and the purposes for which the Association is organized are:

- A. To engage in practice of medicine with emphasis in the area of pediatric medicine.
- B. To invest the funds of the Association in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services
- C. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Association and in general, either alone or in association with any other professional service corporation or

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corporations, firms, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Association.

D. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Association; and it is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Association otherwise permitted by law.

#### **ARTICLE IV - CAPITAL STOCK**

The capital stock of the Association shall be 1000 shares of common stock having a par value of \$1.00 (one dollar) per share.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of the Association.

None of the shares of the Association may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

#### **ARTICLE V - VOTING TRUSTS**

No shareholder of the Association 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 VI - VOTING FOR DIRECTORS**

The Board of Directors shall be elected by the shareholders of the Association at such times and in such manner as provided by the Hylaws of the Association.

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**ARTICLE VII - RESTRAINT ON ALIENATION OF SHARES**

A. The shareholders of the Association shall have the power to include in the Bylaws any regulatory or restrictive provisions adopted by a two-thirds majority of the shareholders of the Association regarding the proposed sale, transfer or other disposition of any outstanding stock of the Association by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the Association. Every certificate representing shares which are so restricted shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Association will furnish to any shareholder upon request and without charge a full statement of, such restrictions.

B. No shareholder of the Association may sell or transfer his stock therein except to another individual who is eligible to be a shareholder of the Association, and such sale or transfer may be made only after the same shall have been approved at a shareholders' meeting, specially called for such purpose.

**ARTICLE VIII - DISQUALIFICATION OF SHAREHOLDER**

If any shareholder becomes legally disqualified to practice medicine in the state of Florida or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, he shall forthwith sever all employment with, and financial interest in, the Association.

**ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is 1206 Manatee Avenue

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West, Bradenton, Florida 34205, and the name of the initial registered agent of the Association at that address is Harrison, Hendrickson & Kirkland, P.A.

#### **ARTICLE X - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Name

Address

G. Joseph Harrison

1206 Manatee Avenue West  
Bradenton, Fl 34205

#### **ARTICLE XI - DIRECTORS**

The business of the Association shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Association but shall never be less than one (1). Except as limited by these Articles of Incorporation or the Bylaws of the Association, the directors shall have all powers granted to them by the Florida Professional Service Corporation Act, or as it is thereafter amended.

#### **ARTICLE XII - INITIAL BOARD OF DIRECTORS & PRINCIPAL OFFICE**

The initial Board of Directors of the Association shall consist of two directors.

The names and addresses of the member of the first Board of Directors are:

Name

Address

Jeffrey M. White, M.D.

36 Fairway Isles Lane  
Bradenton, Fl 34212

Gerardo Lopez, M.D.

13704 18<sup>th</sup> Place East  
Bradenton, Fl 34202

The principal office of the corporation shall be 36 Fairway Isle Lane, Bradenton, Fl. 34212

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**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws of the association shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group except that any Bylaw adopted by the shareholders may provide that it can only be altered, amended or repealed by the shareholders.

**ARTICLE XV - AMENDMENT**

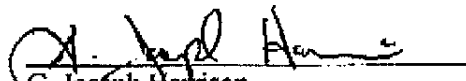
The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

- A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;
- B. All the directors and all the shareholders of the Association eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;
- C. The shareholders may amend or repeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or
- D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this  
23 day of October, 2003.

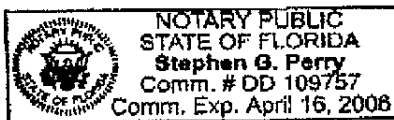
  
G. Joseph Harrison

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF MANATEE    )

The foregoing instrument was acknowledged before me this 23 day of October, 2003 by  
G. Joseph Harrison.

  
Notary Public, State of Florida  
My Commission Expires:

(SEAL)



**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for L & W PEDIATRICS, P.A., as stated  
in these Articles of Incorporation.

  
G. JOSEPH HARRISON

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