

P03000127606

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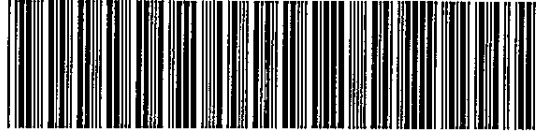
(Business Entity Name)

(Document Number)

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10/21/03--01076--012 **87.50

EFFECTIVE DATE

11-1-03

03 NOV -5 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED

TRANSMITTAL LETTER

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

SUBJECT: Flower Of The Lake Family Practice P.A.
(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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Margaret Hayden D.D.
Name (Printed or typed)

2000 Preval H Street, Suite B2
Address

Eustis, FL 32726
City, State & Zip

352-483-4400
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 27, 2003

MARGARET HAYDEN, O.D.
2000 PREVATT ST., STE. B2
EUSTIS, FL 32726

SUBJECT: FLOWER OF THE LAKE FAMILY PRATICE P.A.
Ref. Number: W03000031285

We have received your document for FLOWER OF THE LAKE FAMILY PRATICE P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

Letter Number: 803A00058412

EFFECTIVE DATE
11-1-03

FILED

03 NOV -5 PM 3:00

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION
OF
FLOWER OF THE LAKE FAMILY PRACTICE**

ARTICLE I

Name of Corporation

The name of the Corporation is **Flower of The Lake Family Practice P.A.**

ARTICLE II

Principle Place of Business and address

The principle place of business of the Corporation is **2000 Prevatt St. Suite B-2
in the City of Eustis, County of Lake, 32726. P.O. Box 1688 Eustis, FL. 32726**

ARTICLE III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the professional practice of family medicine.
2. In the furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the General Corporation Act of Florida.

ARTICLE IV

Capital Stock

1. The total number of shares of capital stock, which the Corporation has the authority to issue, is 10,000 shares of Common Stock (Common Stock") \$0.01 par value per share.
2. The designations, voting powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the above stock are as follows:

The holders of the Common Stock are entitled to receive, to the extent permitted by law, the Board of Directors may declare such dividends as from time to time.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting. Rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way - may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States, hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Board of Directors

1. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the General Corporation Act of Florida, the Board of Directors is expressly authorized:
 - a. To make, alter or repeal the By-laws of the Corporation.
 - b. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.
 - c. By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-laws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-laws of the Corporation, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation to the extent permitted by the General Corporation Act of Florida and may authorize the seal of the Corporation to be affixed all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the shareholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-laws of the Corporation; and unless the resolution or By-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.
 - d. When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or expedient and for the best interests of the Corporation.

2. a. The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) I no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
- b. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
- c. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Margaret Hayden, D.O.	2000 Prevatt St. Suite B2 Eustis, FL. 32726

ARTICLE VI

NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT

NAME	ADDRESS
Margaret Hayden, D.O.	2000 Prevatt St. Suite B2 Eustis, Florida 32726

ARTICLE VII

NAME AND ADDRESS OF THE INCORPORATOR

NAME	ADDRESS
Margaret Hayden, D.O.	2000 Prevatt St. Suite B2 Eustis, Florida 32726

ARTICLE VIII

EFFECTIVE DATE

1. The effective date of the Corporation listed in the above article should be set with the date beginning November 1, 2003.

<u>Margaret Hayden D.O.</u> Signature/Registered Agent	<u>10/30/03</u> Date
<u>Margaret Hayden D.O.</u> Signature/Incorporator	<u>10/30/03</u> Date

03 NOV -5 PM 3:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED