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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Priscilla G. Fowler, M.D., P.A.

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**ARTICLES OF INCORPORATION
OF
PRISCILLA G. FOWLER, M.D., P.A.**

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT WALTER BEACH, FL

The undersigned, for the purpose of creating a professional service corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of the corporation is PRISCILLA G. FOWLER, M.D., P.A. ("Corporation") and its principal office and mailing address is 321 Bream Ave., #307, Fort Walton Beach, FL 32548.

**ARTICLE TWO
NATURE OF BUSINESS**

The nature of the business to be transacted by the Corporation shall be to engage in every aspect of the practice of ophthalmology. The professional services rendered by the Corporation may be rendered only through individuals duly licensed to render professional services as ophthalmologists under the laws of the State of Florida. The Corporation shall not engage in any business other than the practice of ophthalmology. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and may own or lease real and personal property necessary for the rendering of professional ophthalmology services.

The common stock of the Corporation may not be issued to anyone other than an individual who is duly licensed to render professional ophthalmology services. No shareholder of the

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Corporation shall enter into a voting trust agreement or other type of agreement vesting any other person with the authority to exercise the voting power of any or all of his/her shares of common stock of the Corporation.

ARTICLE THREE
CAPITAL STOCK

The Corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent for the Corporation shall be WILLIAM G. KILPATRICK, JR. and the initial registered office of the Corporation is 1104 Eglin Parkway, Shalimar, Florida 32579.

ARTICLE SIX
BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one.

The name and address of the initial Board of Directors of the Corporation is as follows:

Priscilla G. Fowler, M.D.
321 Bream Ave., #307
Fort Walton Beach, FL 32548

Director

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The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

**ARTICLE SEVEN
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE EIGHT
REMOVAL OF DIRECTOR**

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

**ARTICLE NINE
SHAREHOLDER QUORUM**

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

**ARTICLE TEN
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and

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approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN
INCORPORATOR

The name and address of the incorporator is WILLIAM G. KILPATRICK, JR., 1104 Eglin Parkway, Shalimar, FL 32579.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on this 19th day of May, 2004.



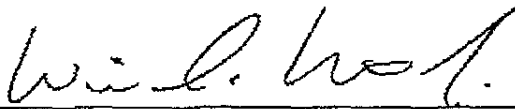
WILLIAM G. KILPATRICK, JR.,
Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as registered agent for PRISCILLA G. FOWLER, M.D., P.A., and acknowledge my acceptance with my signature below on this 19th day of May, 2004.



WILLIAM G. KILPATRICK, JR.,
Registered Agent

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TALLAHASSEE, FLORIDA