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FLORIDA PROFIT CORPORATION OR P.A.

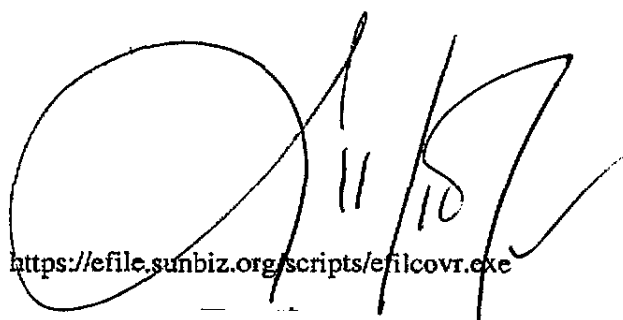
All About Kids Pediatric Associates, P.A.

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**ARTICLES OF INCORPORATION
OF
ALL ABOUT KIDS PEDIATRIC ASSOCIATES, P.A.**

The undersigned, a medical physician duly licensed to render professional services as such in the State of Florida, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the Professional Corporation Act and other laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is All About Kids Pediatric Associates, P.A.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 527 A1A North, Ponte Vedra Beach, Florida 32082.

ARTICLE III: BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed doctor under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the Corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine;

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services; and

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

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ARTICLE IV: CAPITAL STOCK

(a) Authorized Capital. The total number of shares that may be issued by the Corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Limitation on Issuance. Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(g) Voting Trusts. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

(h) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 527 A1A North, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this Corporation at that address is James A. Joyner IV, M.D.

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator of this Corporation are:

James A. Joyner IV, M.D.

527 A1A North
Ponte Vedra Beach, Florida 32082

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ARTICLE VII: DIRECTORS

(a) **Number and Qualification.** There shall be a Board of Directors for this Corporation which shall consist of at least one (1) member, the number of the same to be fixed by the corporate bylaws. Each of the directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this Corporation may remove any director from office at any time with or without cause.

(b) **Initial Board of Directors.** The name and street address of the initial member of the Board of Directors of this Corporation who, subject to these Articles of Incorporation, the bylaws of this Corporation and the laws of the State of Florida, shall hold office until the first annual meeting of this Corporation are:

James A. Joyner IV, M.D.

527 A1A North
Ponte Vedra Beach, Florida 32082

(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.


ARTICLE IX: DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

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IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of
Incorporation this 9th day of November, 2004.


James A. Joyner IV, M.D.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

*In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:*

*First--That All About Kids Pediatric Associates, P.A., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named
James Joyner IV, M.D., located at 527 A1A North, City of Ponte Vedra Beach, County of St. Johns,
State of Florida, as its agent to accept service of process within this State.*

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

*Having been named to accept service of process for the above-stated corporation, at place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.*


James A. Joyner IV, M.D.
(Registered Agent)

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