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FLORIDA PROFIT CORPORATION OR P.A.

Digestive Health Physicians of Central Florida, P.A.

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FROM

(MON) 1.10.05 8:58/ST. 8:57/NO. 4863333043 P 2

**ARTICLES OF INCORPORATION
OF
DIGESTIVE HEALTH PHYSICIANS OF CENTRAL FLORIDA, P.A.
A Florida Professional Corporation**

The undersigned, a natural person of the age of eighteen years or more who is duly licensed to provide legal services and to render services as such under the laws of the State of Florida, acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such professional corporation.

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT**

1.1 **Name and Address.** The name and address of the professional corporation shall be Digestive Health Physicians of Central Florida, P.A. ("Corporation"), 5131 Highlands By The Lake Drive, Lakeland, Florida 33813.

1.2 **Principal Office.** The principal office of the Corporation shall be at 5131 Highlands By The Lake Drive, Lakeland, Florida 33813.

1.3 **Registered Agent and Office.** The street address of the Corporation's initial registered office is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is F&L Corp.

**ARTICLE II
DURATION AND CONTINUITY**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in the practice of providing medical services, specializing in diseases and treatments relating to digestive health matters, and to own and hold such property, enter into contracts, and carry on any business useful for, incidental to, necessary for or appropriate for the successful operation of the foregoing activities; provided, however, that professional medical services shall be rendered only through officers, employees, agents, and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment, attainment, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Professional Service Corporation and Limited Liability Company Act, the Florida Business Corporation Act, or otherwise by law, or by these Articles of Incorporation.

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FROM

(MON) 1.10'05 8:59/ST. 8:57/NO. 4863333043 P 3

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

ARTICLE IV **INITIAL DIRECTORS**

The Corporation shall be governed by a Board of Directors elected by the shareholders, and the initial Board of Directors shall consist of one (1) director; provided, however, the number of directors may be increased from time to time in the manner provided the bylaws of the Corporation.

The names and addresses of the persons who will serve as directors until the first annual meeting of the shareholders or until their successors have been duly elected and qualified are:

NAME

Ned Panara, M.D.

ADDRESS

5131 Highlands By The Lake Drive
Lakeland, Florida 33813

ARTICLE V **BYLAWS**

The Board of Directors of the Corporation shall have the power and authority to adopt, amend and alter the bylaws of the Corporation by a majority vote.

ARTICLE VI **CAPITAL; VOTING; CONSIDERATION**

The aggregate number of shares of capital stock the Corporation shall have authority to issue is Ten Thousand (10,000), having a par value of one dollar (\$1.00), designated common stock. The Board of Directors shall determine the consideration to be received for each share of ownership in the Corporation. None of the shares of common stock of the Corporation shall be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. Each Shareholder shall be entitled to one vote for each share of common stock owned by such Shareholder and shall be entitled to the Corporation's assets and have such other rights as set forth in the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act.

ARTICLE VII
INDEMNIFICATION

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

ARTICLE VIII
DIRECTOR IMMUNITY

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (a) A breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) An act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) An act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendment to the Florida Business Corporation Act or the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE IX
CONSENT IN LIEU OF MEETING

Except as otherwise set forth in Section 2.2 of these Articles of Incorporation, any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of (a) shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take

FROM

(MON) 1.10.05 8:59/ST. 8:57/NO. 4863333043 P 5

such action at a meeting at which all shares entitled to vote were present and voted thereon, and (b) directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by all directors.

ARTICLE X
CUMULATIVE VOTING

Cumulative voting for the election of directors or for any other matter is expressly denied and prohibited.

ARTICLE XI
PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is Martin A. Traber, Foley & Lardner LLP, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of January, 2005.



Martin A. Traber
Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual having been named in Article I of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 7th day of January, 2005.

REGISTERED AGENT

F&L CORP.

By: 

Martin A. Traber,
Vice President