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ROBERT J. GORMAN, P.A.

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February 23, 2005

Secretary of State-Division of Corps  
Post Office Box 6327  
Tallahassee, FL 32314-6327

RE: John A. Heinbockel, M.D., P.A.

To Whom It May Concern:

Enclosed herewith please find the Articles of Incorporation on the above referenced matter along with a firm check for Filing Fee.

Should you have any questions, feel free to contact me at your convenience.

Very truly yours,



Robert J. Gorman

RJG/cks

Enclosures

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION  
OF  
JOHN A. HEINBOCKEL, M.D., P.A.

5 FEB 25 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, pursuant to Florida Statutes Chapters 607 and 621 hereby associates himself with others to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: JOHN A. HEINBOCKEL, M.D., P.A.

**ARTICLE II**

The general nature of the business to be transacted by the corporation and its powers are:

- (a) To engage in the practice of medicine generally within the State of Florida;
- (b) To engage in the practice of the medical specialty of anaesthesiology within the State of Florida;
- (c) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment and to own or lease any real or personal property necessary for the rendering of professional services;
- (d) To do all the things and to have and exercise all of the powers, rights, privileges now or hereafter conferred by the Laws of the State of Florida upon corporations;
- (e) The corporation shall further have the power to purchase its own shares for any purpose, if after such purchase its assets will not be less than its liabilities plus stated capital;

(f) To perform fully any agreement with any person who purchases shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;

(g) To perform any agreement with any shareholder giving the corporation the right to repurchase such shares upon the shareholder's death or upon the happening of any other event which may be set out in the agreement.

### **ARTICLE III**

This corporation shall have perpetual existence.

### **ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 share of common stock having a par value of One Dollar (\$1.00), which shall be fully paid and non-assessable.

No shares of the Corporation may be issued to anyone other than an individual holding a doctorate in medicine and who is licensed to practice medicine within the State of Florida and specifically limit their practice in whole or in part to anaesthesiology, or a professional corporation or professional limited liability company licensed or otherwise legally authorized to render the same professional services.

If any shareholder shall become legally disqualified to render such professional services within the State of Florida or shall be otherwise lawfully restricted or limited in rendered the same, such shareholder shall immediately resign all employment and/or corporation offices in Corporation and surrender all financial interests herein upon the occurrence of the disqualifying event.

The shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding any proposed sale, transfer or other disposition of any of the outstanding shares of the Corporation 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 Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual, professional corporation or professional limited liability company who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose.

#### **ARTICLE V**

The business of the Corporation shall be managed by its Board of Directors, provided, however, that the shareholders may, by resolution adopt a By-law whereby the shareholders shall manage the affairs of the Corporation.

#### **ARTICLE VI**

The corporation shall initially, have one (1) Director. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted for the conduct of the affairs of the corporation. The names and street addresses of the first

Board of Directors are:

JOHN A. HEINBOCKEL, M.D.  
3308 S. W. 34<sup>th</sup> Circle  
Suite 101  
Ocala, FL 34478

#### **ARTICLE VII**

The business of the corporation shall initially be conducted by a President, Secretary and Treasurer. The business of the corporation shall at any future time be conducted by such other offices as may be elected and qualified pursuant to the By-Laws of this corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

President/Secretary/Treasurer ----- JOHN A. HEINBOCKEL

#### **ARTICLE VIII**

The amount of capital with which this corporation is commencing business is not less than \$1,000.00.

#### **ARTICLE IX**

Registered Agent for this corporation shall be JOHN A. HEINBOCKEL and the registered office of the corporation shall be 3309 S. W. 34<sup>th</sup> Circle, Suite 101, Ocala, FL 34478. The principal office of this corporation shall be 3309 SW 34<sup>th</sup> Circle, Suite 101, Ocala, FL 34478.

#### **ARTICLE X**

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 approved at a shareholders' meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

#### ARTICLE XI

The name and street address of the incorporator of this corporation is JOHN A. HEINBOCKEL, 3309 S. W. 34<sup>th</sup> Circle, Suite 101, Ocala, Florida 34478.

IN WITNESS WHEREOF the undersigned has set his hand and seal this 10<sup>th</sup> day of January, 2005.

  
\_\_\_\_\_  
John A. Heinbockel, Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared JOHN A. HEINBOCKEL, who is [ ☒ ] personally known or has [ ☐ ] produced \_\_\_\_\_ as identification, and [ ☒ ] did [ ☐ ] did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 26 day of ~~December~~ January, 2005.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: July 9, 2006

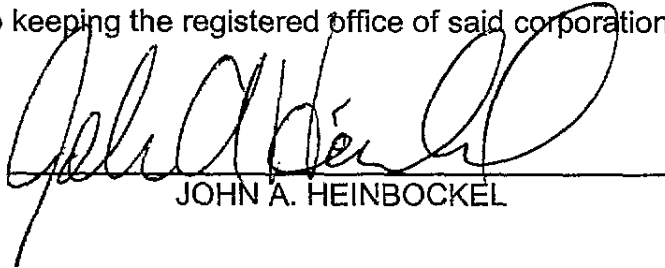


APPROVED  
AND  
FILED

**ACKNOWLEDGMENT AND ACCEPTANCE OF  
REGISTERED AGENT**

05 FEB 25 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been named as the Registered Agent for JOHN A. HEINBOCKEL, M.D., P.A., and as agent to accept service of process of such corporation, at the place designated in Article VI, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.



JOHN A. HEINBOCKEL