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VINCENT D. SAPP, P.A.

ATTORNEY AT LAW

2069 FIRST STREET, SUITE 206
FORT MYERS, FLORIDA 33901

TELEPHONE (239) 332-5551 FAX (239) 332-5375

BY FEDERAL EXPRESS

PLEASE REPLY TO: POST OFFICE BOX 720 FORT MYERS, FLORIDA 33902-0720

April 19, 2005

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: Incorporation of Hospitalist Group of Southwest Florida, P.A.

Ladies and Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation of Hospitalist Group of Southwest Florida, P.A. Please file the Articles and return a noncertified copy to me. Also enclosed is a check for \$70.00 in payment of the fees for filing and for designation of the registered agent.

Thank you for your attention to this matter.

Vincent D. Sapp

Very truly yours,

VDS:ffw Enclosures

FILED

ARTICLES OF INCORPORATION OF HOSPITALIST GROUP OF SOUTHWEST FLORIDA, P.A. 05 APR 20 PM 3: 43

SECRETARY OF STATE TALLAHASSEE FLORIDA
The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is HOSPITALIST GROUP OF SOUTHWEST FLORIDA, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and the mailing address of this corporation are 708 Del Prado Boulevard, Suite 9, Cape Coral, Florida 33990.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investments and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall commence to exist upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be ten thousand (10,000) shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual duly licensed or otherwise legally authorized to render the same specific professional services as those for which the professional service corporation was incorporated. No shareholder of the professional service corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 708 Del Prado Boulevard, Suite 9, Cape Coral, Florida 33990. The name of the initial registered agent at that address is Antony Mathew, M.D.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The number of directors may be varied from time to time by the Bylaws but shall never be less than one. The initial board of directors shall consist of three (3) members. The names and the addresses of the members of the first board of directors are:

Antony Mathew, M.D. 708 Del Prado Boulevard, Suite 9 Cape Coral, Florida 33990

Timothy C. Keys, M.D. 708 Del Prado Boulevard, Suite 9 Cape Coral, Florida 33990

Joseph C. Daley III, M.D. 708 Del Prado Boulevard, Suite 9 Cape Coral, Florida 33990

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber are:

Antony Mathew, M.D. 708 Del Prado Boulevard, Suite 9 Cape Coral, Florida 33990

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to the corporation or to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the professional service corporation.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1915 day of April, 2005.

Antony Mathew, M.D.

OATH OF ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Antony Mathew, M.D. Registered Agent

STATE OF FLORIDA) ss. COUNTY OF LEE)

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me by Antony Mathew, M.D., Who is personally known to me or () who produced (type of identification:______

_) as identification, this 19 day of April, 2005.

Notary Public Print Name:

Seal:

