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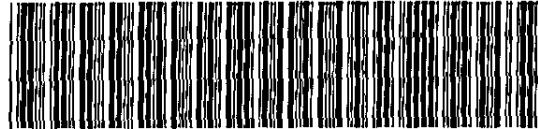
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FILED  
05 MAY 16 PM 2:21  
STATE  
TALLAHASSEE, FLORIDA

5/17/05  
BWK

LAW OFFICES  
**FRANK J. YONG, P.A.**

4570 ST. JOHNS AVENUE, SUITE 1A  
JACKSONVILLE, FLORIDA 32210

FRANK J. YONG  
KATHLEEN M. SMITH, Paralegal

May 12, 2005

TELEPHONE  
(904) 381-1901  
TELECOPIER  
(904) 381-1970  
E-MAIL  
fjyong@  
yahoo.com

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Jesse P. McRae, P.A.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are Articles of Incorporation and a Certificate Designating Registered Agent for the referenced entity. Also enclosed is this firm's check in the amount of \$78.75 representing your filing fees for these two documents of \$70.00 and \$8.75 to obtain a certified copy when available. **Please forward the certified copy to the undersigned at your earliest convenience.**

Thank you for your attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,



Kathleen M. Smith, CLAS  
Certified Legal Assistant

/kms  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**JESSE P. McRAE, M.D., P.A.**

**FILED**  
05 MAY 16 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purposes of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be **JESSE P. McRAE, M.D., P.A.** The principal office of this corporation shall be 1727 Blanding Boulevard, Suite 101, Jacksonville, Florida 322210 and the mailing address of this corporation shall be 1727 Blanding Boulevard, Suite 101, Jacksonville, Florida 32210.

**ARTICLE II**  
**PURPOSES**

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by **JESSE P. McRAE, M.D., P.A.**
2. To engage and render the professional services involved only through its officers, agents and employees who shall be members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To engage in no other business other than the rendition of the professional services specified herein.
5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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**ARTICLE III**  
**CAPITAL STOCK**

1. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at One Dollar (\$1.00) per share par value.
2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
3. Shares of the corporation's stock and certificates shall be issued only to members in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

**ARTICLE IV**  
**DURATION**

The corporation shall have perpetual existence.

**ARTICLE V**  
**REGISTERED AGENT**

The address of this corporation's initial registered office is 4570 St. Johns Avenue, Suite 1A, Jacksonville, Florida 32210 and the name of its initial registered agent at said address is Frank J. Yong.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator is as follows:

Jesse P. McRae, M.D., 1727 Blanding Boulevard, Suite 101, Jacksonville, FL 32210.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The corporation shall not initially have a Board of Directors. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one.

**ARTICLE VIII**  
**INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation or account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 12<sup>th</sup> day of May, 2005.

Jesse P. McRae  
Jesse P. McRae, M.D., Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of May, 2005, by Jesse P. McRae, M.A., who is personally known to me and who did take an oath.

NOTARY PUBLIC:

Kathleen M. Smith



Kathleen M. Smith  
MY COMMISSION # DD056853 EXPIRES  
November 11, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA, AND NAMING THE REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In Compliance with Section 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

1. That JESSE P. McRAE, M.D., P.A., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, State of Florida, has named Frank J. Yong, 4570 St. Johns Avenue, Suite 1A, Jacksonville, Florida 32210, as its Registered Agent to accept service of process within the State of Florida.

DATED: 5/12/2005

JESSE P. McRAE, M.D., P.A.

BY: Jesse P. McRae  
Jesse P. McRae, M.D., Incorporator

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 5/12/2005

Frank J. Yong  
Frank J. Yong