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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS  
Account Number : I19990000278  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Regional Imaging, P.A.

Certificate of Status	1
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Page Count	03
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION  
of  
REGIONAL IMAGING, P.A.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act and Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME:**

The name of this corporation is REGIONAL IMAGING, P.A. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE:**

The principal office and street address of the Corporation is 8111 Via Bellagio, Poland, Ohio 44514.

**ARTICLE III - GENERAL PURPOSE:**

The Corporation is organized for the following purposes:

- (a) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- (b) To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional medical services.
- (c) To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of who is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

**ARTICLE IV - CAPITAL STOCK:**

The Corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated common shares with a par value of One Dollar (\$1.00). The directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

**ARTICLE V - INITIAL BOARD OF DIRECTORS:**

- A. The Corporation shall have one (1) directors initially.
- B. The number of directors of the Corporation may be increased or decreased from time to time pursuant to bylaws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

ALBERT J. COOK	8111 Via Bellagio
	Poland, Ohio 44514

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**ARTICLE VI - OFFICERS:**

The names and addresses of the initial officers of the Corporation are:

President/Secretary/Treasurer	ALBERT J. COOK 8111 Via Bellagio Poland, Ohio 44514
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**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:**

The name and street address of the initial registered agent of the Corporation is:

Dudley Q. Sharp, Jr.	369 N. New York Ave., Winter Park, Florida 32789
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**ARTICLE VIII - INCORPORATOR:**

The name and address of the Incorporator of the Corporation is:

Dudley Q. Sharp, Jr.	369 N. New York Ave., Winter Park, Florida 32789
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**ARTICLE IX - BY-LAWS:**

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE X - DURATION:**

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE XI - INDEMNIFICATION:**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act and Professional Service Corporation and Limited Liability Company Act.

**ARTICLE XII - AMENDMENT:**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at this 17<sup>th</sup> day of February, 2006.

INCORPORATOR:

  
 \_\_\_\_\_  
 Dudley Q. Sharp, Jr.

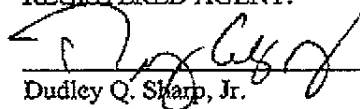
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**ACCEPTANCE OF REGISTERED AGENT:**

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGISTERED AGENT:



Dudley Q. Sharp, Jr.

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