

P06000066766

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

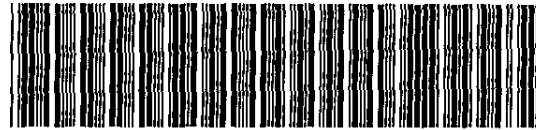
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05/12/06--01003--002 **78.75

05/12/11 PM 3:40
FILED
05/12/11 PM 11:13
FILED

C-25-12

COOPER BYRNE, PLLC	
Requestor's Name	
3520 THOMASVILLE ROAD, SUITE 200	
Address	
TALLAHASSEE, FL 32309	850-553-4300
City/State/Zip	Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Tallahassee Cardiology Associates, P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 ☒ Pick up time _____
 ☒ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A.**

FILED
06 MAY 11 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly licensed to practice medicine in the State of Florida and desiring to form a professional corporation in accordance with Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation:

**I.
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation is TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A. The corporation's initial place of business shall be 2617 Mitcham Drive, Suite 102, Tallahassee, Florida 32308.

**II.
REGISTERED OFFICE**

The address of the corporation's initial registered office in this state is Joseph Baker, M.D. The initial registered agent at the registered office is 2617 Mitcham Drive, Suite 102, Tallahassee, Florida 32308.

**III.
PURPOSE**

The purpose for which the corporation is organized shall be to engage in and engage in the practice of medicine in the State of Florida, and for all other lawful purposes related thereto.

**IV.
DURATION**

The term of existence of the corporation shall be perpetual.

V.
PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through its officers, employees and contract service providers who are duly licensed or otherwise legally authorized to practice as physicians and licensed medical professionals within the State of Florida.

VI.
INCORPORATORS

The name and address of the incorporator is Joseph Baker, M.D., whose address is 2617 Mitcham Drive, Suite 102, Tallahassee, Florida 32308.

VII.
SHARE STRUCTURE

7.1 Classes of Shares.

The maximum number of shares that the corporation is authorized to have outstanding shall be ten thousand (10,000) shares of voting capital common stock, having a par value of ten cents (\$0.10) each.

7.2 Restrictions on Issuance and Transfer.

No share of any of the capital common stock of this corporation shall be issued or transferred to any person who is not a physician duly licensed to practice medicine in the State of Florida. Nothing herein shall prevent the corporation and its shareholders from entering into any written agreement(s) further restricting or providing terms for the transfer of the stock of the corporation.

7.3 Preemptive Rights: Cumulative Voting.

Holders of the capital stock of the corporation shall have the preemptive right to purchase new shares of stock or securities, and shall also have the preemptive right to acquire stock or

securities of the corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.


VIII.
AMENDMENT OF ARTICLES

The corporation may, at any time, and from time to time, amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute) shall be binding and conclusive on every shareholder of the corporation, as fully as if each shareholder had voted for the change.

IX.
INDEMNIFICATION

The corporation shall indemnify each of its officers, directors and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened civil action, suit or proceeding to which he or she is or may be made a party by reason of having been a director, officer or employee of the corporation, to the extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of May, 2006.



JOSEPH C. BAKER, M.D., INCORPORATOR

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

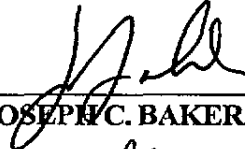
1. The name of the corporation is: **TALLAHASSEE CARDIOLOGY ASSOCIATES, P.A.**
2. The name and address of the registered agent and office is: Joseph C. Baker, 2617 Mitcham Drive, Suite 102, Tallahassee, Florida 32308.



JOSEPH C. BAKER, M. D., Incorporator

Dated: May 11, 2006

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



JOSEPH C. BAKER, M. D., Registered Agent

Dated: May 11, 2006

Registered Agent Filing Fee: \$35.00

FILED
06 MAY 11 AM 11:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE