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To:

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

From:

Account Name : DUNSFORD & ASSOCIATES PA  
Account Number : I20060000152  
Phone : (813) 254-6300  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**New Lung Associates, PA**

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**ARTICLES OF INCORPORATION  
OF  
NEW LUNG ASSOCIATES, PA.**

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I**

**Name**

The name of the Corporation is **New Lung Associates, PA.**

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is 16323 Burniston Drive, Tampa, FL 33647.

**ARTICLE III**

**Effective Date of Articles**

The effective date of filing these Articles of Incorporation shall be the 28<sup>th</sup> day of November, 2006. This Corporation shall have perpetual existence commencing upon filing.

**ARTICLE IV**

**Nature of Professional Business**

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

**ARTICLE V**

**Capital Stock**

- A. The Corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

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- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.
- C. Shares of the Corporation's stock and certificates therefore shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

#### ARTICLE VI

##### Loss of License;

##### Severance and Termination of Employment

- A. If any officer, director, shareholder, agent, or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

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**ARTICLE VII**  
**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 201 S. Westland Ave, Tampa, Florida 33606 and the name of the Corporation's initial registered agent at that address is Dunsford & Associates, P.A., care of Tina E. Dunsford.

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator are:

Name

Address

Tina E. Dunsford, Esq.

201 S. Westland Ave.  
Tampa, FL 33606

**ARTICLE IX**  
**Initial Directors**

The corporation initially shall have one (1) director, whose name and address is:

Name

Address

Mark W. Rolfe, M.D.

16323 Burniston Dr.  
Tampa, FL 33647

**ARTICLE X**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of

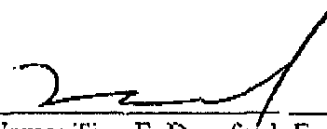
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which this Article X is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Dated this 28<sup>th</sup> day of November, 2006.

  
Name: Tina F. Dunsford, Esq.  
Title: Incorporator

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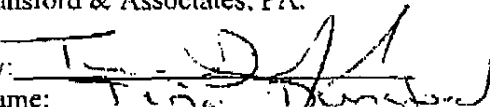
**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for New Lung Associates, PA., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 28<sup>th</sup> day of November, 2006.

**REGISTERED AGENT:**

Dunsford & Associates, PA.

By: 

Name: Tina Dunsford

Title: Authorized Agent

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