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FLORIDA PROFIT/NON PROFIT CORPORATION

North Florida Foot and Ankle Center, P.A.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NORTH FLORIDA FOOT AND ANKLE CENTER, P.A.**

2007 FEB 21 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this Corporation is North Florida Foot and Ankle Center, P.A.

ARTICLE II. EXISTENCE

The existence of this Corporation will commence upon filing these articles of incorporation.

ARTICLE III. NATURE OF PROFESSIONAL BUSINESS

The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, as carried on by persons licensed in, or otherwise legally authorized to engage in, professional practice as podiatrists, in this State. 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 IV. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges. Shares of the Corporation's stock shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within Florida to render the same professional service as this Corporation.

**ARTICLE V. LOSS OF LICENSE;
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any shareholder 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 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.

A. 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.

B. 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.

C. 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

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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.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are

Andrew Bartell
8833 Perimeter Park Blvd.
Jacksonville, FL 32216

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of this Corporation is:

Richard B. Hadlow, Esq.
100 N. Tampa Street, Suite 4100
Tampa, FL 33602

ARTICLE VIII. PRINCIPAL OFFICE

The principal address of this Corporation is. 8833 Perimeter Park Blvd., Jacksonville, FL 32216

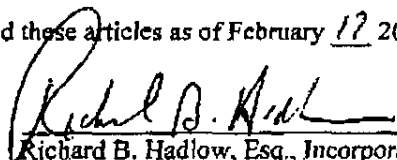
ARTICLE IX. BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) member. The numbers of Directors may be changed from time to time by the shareholders of this Corporation, as provided in its Bylaws. The names and addresses of the initial members of the Board of Directors of this Corporation are:

Andrew Bartell
8833 Perimeter Park Blvd.
Jacksonville, FL 32216

Amanda Bartell
8833 Perimeter Park Blvd.
Jacksonville, FL 32216

IN WITNESS WHEREOF, the undersigned has executed these articles as of February 17 2007.


Richard B. Hadlow, Esq., Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Andrew Bartell, Registered Agent.

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