

P07000045668

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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MRB  
4/13

4242-17517

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/ST/Zip

850-222-2785

Phone #

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TALLAHASSEE, FLORIDA

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

1- CENTRAL FLORIDA ANESTHESIA SERVICES, P.A.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

### NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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April 10, 2007

ATTORNEYS' TITLE

\*\*\*WALK-IN\*\*\*

SUBJECT: CENTRAL FLORIDA ANESTHESIA SERVICES, P.A.  
Ref. Number: W07000017517

We have received your document for CENTRAL FLORIDA ANESTHESIA SERVICES, P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific business purpose of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 007A00024101

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA ANESTHESIA SERVICES, P.A.

FILED

07 APR 12 AM 10:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Central Florida Anesthesia Services, P.A.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is to provide licensed medical services and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock with a par value of One Dollar (\$1.00) per share.

Initial issue. One Hundred (100) shares of the capital stock of the corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

Stated capital. The sum of the par value of all shares of capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

Small business stock. To the extent allowed by law, all stock of the corporation shall be treated as IRC Section 1244 (Small Business Stock) for purposes of any loss deductions which a shareholder may be entitled to claim.

#### ARTICLE V - DATE OF EXISTENCE

This corporation shall begin its existence upon the filing of these Articles with the Secretary of State, and is to exist perpetually, thereafter.

#### ARTICLE VI - ADDRESS

The initial street address in Florida of the initial principal office of the corporation is 9057 Laurel Ridge Dr., Mt. Dora, FL 32757, and the name of the initial Registered Agent is Brett L. Swigert, P.A.

#### ARTICLE VII - DIRECTORS

The number of Directors shall be no more than five (5), and no less than one (1) Director, who need not be a resident of the State of Florida or a Shareholder of the corporation.

#### ARTICLE VIII - DIRECTOR'S ADDRESS

The name and address of the person who shall serve as sole Director until the first annual meeting of Shareholders, or until his successor(s) shall have been elected and qualified is Celestine E. Ukah, M.D., 9057 Laurel Ridge Drive, Mt. Dora, FL 32757.

#### ARTICLE IX - INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
Celestine E. Ukah, M.D.	9057 Laurel Ridge Drive, Mt. Dora, FL 32757

#### ARTICLE X - INDEMNIFICATION

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

#### ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such additional shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized, in proportion to the issued shares of stock held by the holder and all shares of stock currently authorized.

#### ARTICLE XII - CUMULATIVE VOTING


The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to

the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of Directors that said shareholder intends to cumulate his vote at said election.

**ARTICLE XIII - DESIGNATION OF RESIDENT AGENT**

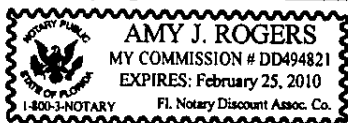
Central Florida Anesthesia Services, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Mt. Dora, County of Lake, State of Florida, has and does by these presents name Brett L. Swigert, P.A., located at 1231 County Road 452, Eustis, County of Lake, State of Florida, as its agent to accept service of process within this State.

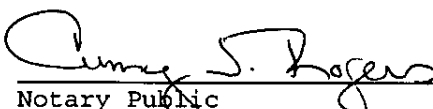
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Eustis, Florida, on the 3<sup>rd</sup> day of April, 2007.

  
\_\_\_\_\_  
Celestine E. Ukah, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me on this 3<sup>rd</sup> day of April, 2007, by Celestine E. Ukah, M.D., who is either [ ] personally known to me or who has [X] presented Florida Driver's License as identification.



  
\_\_\_\_\_  
Notary Public

**ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT**

Having been named to accept service of process for Central Florida Anesthesia Services, P.A., at the place designated in Article XIII of the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 4<sup>th</sup> day of April, 2007.

BRETT L. SWIGERT, P.A.

By:

  
\_\_\_\_\_  
BRETT L. SWIGERT, President

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