

P07000066823

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200103818932

06/06/07--01049--003 **70.00

FILED
2007 JUN -6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JUN 07 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: J. BEN RENFROE, M.D., P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen B. Shell, Esq. - Shell, Fleming, Davis & Menge
Name (Printed or typed)

P. O. Box 1831

Address

Pensacola, FL 32591-1831

City, State & Zip

850-434-2411

Daytime Telephone number

FILED
2007 JUN -6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

J. BEN RENFROE, M. D., P. A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice medicine in the State of Florida, organizes hereby with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is J. BEN RENFROE, M.D., P.A.

ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is:

224 Northcliff Drive
Gulf Breeze, Florida 32561

FILED
2007 JUN -6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the initial Registered Agent of the corporation, located at that address, is **J. Benjamin Renfroe**.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

A. To engage in the practice of medicine and to carry on services incident to the practice of medicine. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly authorized to practice medicine in the State of Florida.

ARTICLE V - CAPITAL STOCK

The total number of shares to stock which the corporation shall be authorized to issue or have outstanding at any one time is Ten Thousand (10,000) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar (\$1.00) par value.

ARTICLE VI - STOCK TRANSFER RESTRICTIONS

Shares of stock in this corporation may be transferred only to:

- A. The corporation;
- B. One or more other shareholders in the corporation; or
- C. A person who is licensed to practice medicine in the State of Florida.

Any sale to a person who is not already a shareholder in the corporation must be approved in advance by vote or written consent of two-thirds (2/3rds) of the voting power.

ARTICLE VII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

J. Benjamin Renfroe, M.D.
5153 N. 9th Avenue
Suite 300, Third Floor
Pensacola, Florida 32504

ARTICLE IX - DIRECTORS

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the initial director is:

J. Benjamin Renfroe, M.D.
5153 N. 9th Avenue
Suite 300, Third Floor
Pensacola, Florida 32504

The initial Director shall hold office until his successor is elected and qualified as provided in the By-Laws. Then the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial Board of Directors shall be the authorized number of directors until that number is changed by a By-law adopted by the shareholder.

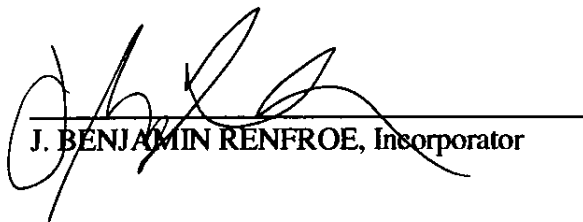
ARTICLE X - BY-LAWS

The initial director shall submit the proposed By-Laws to the shareholder at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of By-Laws by unanimous vote of the shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with the By-Laws.

ARTICLE XI - DISSOLUTION

The corporation may be dissolved at any time (A) by unanimous written consent of the shareholders; or (B) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation on this 4th day of June, 2007.

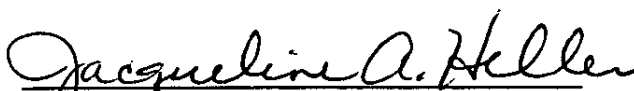

J. BENJAMIN RENFROE, Incorporator

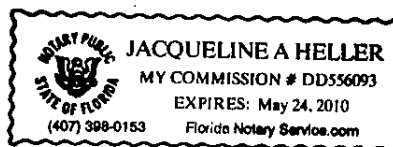
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared J. BENJAMIN RENFROE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known by me or produced a driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4 day of June, 2007.


TYPED NAME: _____
NOTARY PUBLIC
MY COMMISSION EXPIRES: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **J. BENJAMIN RENFROE, M.D., P.A.** at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: June 4, 2007.


J. BENJAMIN RENFROE

FILED
2007 JUN -6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA