

P08000029325

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

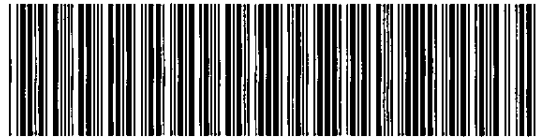
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/17/08--01008--022 \*\*78.75

RECEIVED  
08 MAR 17 AM 10:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 MAR 19 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight MAR 20 2008

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308 850-222'

City/ST/Zip

Phone #

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

1- CENTER FOR HEALTH, 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

<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 checked="" type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 18, 2008

ATTORNEYS' TITLE

SUBJECT: CENTER FOR HEALTH, P.A.  
Ref. Number: W08000014188

RECEIVED  
08 MAR 19 AM 11:12  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for CENTER FOR HEALTH, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected 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) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 108A00016261

ARTICLES OF INCORPORATION  
OF

CENTER FOR HEALTH, OF CHARLOTTE, P.A.

The undersigned, who is duly licensed to practice the profession of medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

I. NAME

The name of the corporation is CENTER FOR HEALTH, OF CHARLOTTE, P.A.

II. PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the Corporation is 713 East Marion Avenue, 4<sup>th</sup> Floor, Punta Gorda, FL 33949. The name of the initial registered agent of the Corporation located at such office is DAVID E. RUGGIERI.

III. PURPOSE

The purpose for which the corporation is organized shall be to engage in the practice of medicine as a professional medical corporation, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of Chapter 721, Florida Statutes, as currently enacted and as may be hereafter amended or superseded by any other statute.

#### **IV. DURATION**

The term of existence of the corporation is perpetual.

#### **V. PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

#### **VI. SUBSCRIBER**

The name and post office address of the person signing these Articles of Incorporation as the incorporator is DAVID E. RUGGIERI, 713 East Marion Avenue, 4<sup>th</sup> Floor, Punta Gorda, FL, 33949.

#### **VII. BOARD OF DIRECTORS**

The Board of Directors shall consist of one (1) member. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The initial director shall hold office until his successor(s) are elected and qualify as provided in the Bylaws. The names and addresses of the first Director is DAVID E. RUGGIERI, 713 East Marion Avenue, 4<sup>th</sup> Floor, Punta Gorda, FL 33949.

#### **VIII. NUMBER AND TYPE OF SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 100 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

#### **IX. RESTRICTIONS ON ISSUANCE AND TRANSFER OF SHARES**

No share of stock of this Corporation shall be issued or transferred to any person who is not duly licensed to practice medicine in the State of Florida.

## **X. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to 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.

## **XI. 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 the amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, 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. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee: (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation; (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful. In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of the previous paragraph. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors has originally made the determination.

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Punta Gorda, Florida, on this 12 day of March, 2008.

  
\_\_\_\_\_  
DAVID E. RUGGIERI

### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above stated Corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping said office open. I am familiar with and accept the obligations of my position as registered agent.

Dated this 12 day of March, 2008.

  
\_\_\_\_\_  
DAVID E. RUGGIERI

APPROVED  
AND  
FILED

08 MAR 19 AM 9:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA