

PO80000029426

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

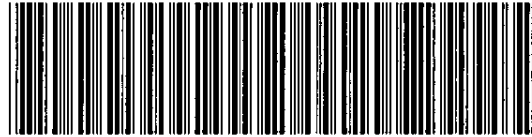
(Document Number)

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

Special Instructions to Filing Officer:

CORADUMP

Office Use Only



500120813245

03/20/08--01039--001 \*\*95.00

03/21/08--01002--005 \*\*10.00

RECEIVED  
08 MAR 20 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
08 MAR 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

MAR 21 2008

EXAMINER



CT

a Wolters Kluwer business

CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

March 20, 2008

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

**FILED**  
08 MAR 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 7187636 SO  
Customer Reference 1: 090855-0101  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Palm Harbor Dermatology, LLC (FL)  
Conversion  
Florida

Palm Harbor Dermatology, P.A. (FL)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

March 20, 2008

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

**FILED**  
08 MAR 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 7187636 SO  
Customer Reference 1: 090855-0101  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Palm Harbor Dermatology, LLC (FL.)  
Conversion  
Florida

Palm Harbor Dermatology, P.A. (FL.)  
Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

**FILED**  
08 MAR 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION  
FOR  
OTHER BUSINESS ENTITY  
INTO  
FLORIDA PROFIT CORPORATION**

**FILED**  
08 MAR 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with § 607.1115, *Florida Statutes*.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: PALM HARBOR DERMATOLOGY, LLC.
2. The "Other Business Entity" is a limited liability company, and its Document Number in the State of Florida is **L07000098455**, first organized under the laws of the State of Florida on September 26, 2007.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is PALM HARBOR DERMATOLOGY, P.A.
4. This Certificate of Conversion shall be effective upon filing in the Office of the Florida Secretary of State.

Signed this 5<sup>th</sup> day of March, 2008.

Signature: \_\_\_\_\_

*Amy Ross, M.D.*

Printed Name: Amy Ross, M.D. Title: President

**ARTICLES OF INCORPORATION  
OF  
PALM HARBOR DERMATOLOGY, P.A.  
A Florida Professional Corporation**

**FILED**  
08 MAR 20 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person of the age of eighteen years or more who is duly licensed to practice medicine and to render services as such under the laws of the State of Florida, acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such professional corporation.

**ARTICLE I  
NAME, ADDRESS AND REGISTERED AGENT**

**1.1 Name and Address.** The name and address of the professional corporation shall be Palm Harbor Dermatology, P.A. ("Corporation"), 4197 Woodlands Parkway, 2<sup>nd</sup> Floor, Palm Harbor, Florida 34685.

**1.2 Principal Office.** The principal office of the Corporation shall be at 4197 Woodlands Parkway, 2<sup>nd</sup> Floor, Palm Harbor, Florida 34685.

**1.3 Registered Agent and Office.** The street address of the Corporation's initial registered office is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is F&L Corp.

**ARTICLE II  
DURATION AND CONTINUITY**

The duration of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in the practice of medicine and to own and hold such property, enter into contacts, and carry on any business useful for, incidental to, necessary for or appropriate for the successful operation of the foregoing activities; provided, however, that professional medical services shall be rendered only through officers, employees, agents, and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment, attainment, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Professional Service

Corporation and Limited Liability Company Act, the Florida Business Corporation Act, or otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

#### **ARTICLE IV** **BYLAWS**

The Board of Directors of the Corporation shall have the power and authority to adopt, amend and alter the bylaws of the Corporation by a majority vote.

#### **ARTICLE V** **CAPITAL; VOTING; CONSIDERATION**

The aggregate number of shares of capital stock the Corporation shall have authority to issue is Ten Thousand (10,000), having a par value of one dollar (\$1.00), designated common stock. The Board of Directors shall determine the consideration to be received for each share of ownership in the Corporation. In accordance with the provisions of Section 621.09 of the *Florida Statutes*, none of the shares of common stock of the Corporation shall be issued to anyone other than (a) a professional corporation, (b) a professional limited liability company, and/or (c) an individual duly licensed to practice medicine in the State of Florida. Each Shareholder shall be entitled to one vote for each share of common stock owned by such Shareholder and shall be entitled to the Corporation's assets and have such other rights as set forth in the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act.

#### **ARTICLE VI** **INDEMNIFICATION**

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

#### **ARTICLE VII** **CONSENT IN LIEU OF MEETING**


Except as otherwise set forth in Section 2.2 of these Articles of Incorporation, any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of (a) shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take

such action at a meeting at which all shares entitled to vote were present and voted thereon, and (b) directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by all directors.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator is Amy Ross, M.D., 4197 Woodlands Parkway, 2<sup>nd</sup> Floor, Palm Harbor, Florida 34685.

**IN WITNESS WHEREOF**, I have hereunto set my hand this 5<sup>th</sup> day of March, 2008.

  
\_\_\_\_\_  
Amy Ross, M.D.  
Incorporator



**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, a foreign corporation authorized to transact business in the State of Florida, having been named in Article I of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED**, this 5<sup>th</sup> day of March, 2008.

**REGISTERED AGENT**

**F & L CORP.**

By: \_\_\_\_\_

Martin A. Traber, Vice-President