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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EP 5/16/08

## COVER LETTER

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

**SUBJECT:** E. Lynn Phillips, 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:** Angela E. Biernath, Paralegal, Kilpatrick Stockton LLP

Name (Printed or typed)

1100 Peachtree Street, Suite 2800

Address

Atlanta, Georgia 30309

City, State & Zip

(404) 815-63400

Daytime Telephone number

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



Suite 2800 1100 Peachtree St.  
Atlanta GA 30309-4530  
t 404 815 6500 f 404 815 6555  
www.KilpatrickStockton.com

May 15, 2008

direct dial 404 815 6340  
direct fax 404 541 4648  
ABiernath@KilpatrickStockton.com

VIA FEDERAL EXPRESS

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

Re: E. Lynn Phillips, M.D., P.A.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are an original and duplicate copy of the Articles of Incorporation of E. Lynn Phillips, M.D., P.A. Also enclosed is a check in the amount of \$78.75 for the filing fee.

Please return evidence of filing to my attention.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads 'Angela E. Biernath'.

Angela E. Biernath  
Paralegal

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**

**E. LYNN PHILLIPS, M.D., P.A.**

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a professional corporation for profit, pursuant to the Florida Business Corporation Act.

**ARTICLE I.**

The name of the corporation (hereinafter referred to as the "corporation") is E. LYNN PHILLIPS, M.D., P.A.

**ARTICLE II.**

The street address of the principal office of the corporation is 170 Southport Drive, Morrisville, NC 27560.

**ARTICLE III.**

The purpose for which the corporation is formed is to engage in the practice of medicine and to do and conduct any and all other activities which a professional corporation may lawfully do and conduct in the State of Florida.

**ARTICLE IV.**

The corporation has the authority to issue not more than 1,000 shares of common stock, no par value per share. The shares of common stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. Common stock shall be the only class of stock that the corporation shall have the authority to issue.

**ARTICLE V.**

The initial registered office of the corporation is 1201 Hays Street, Tallahassee, Florida 32301. The initial registered agent of the corporation at the registered office is Corporation Service Company.

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**ARTICLE VI.**

The name and the address of the sole incorporator is E. Lynn Phillips, MD, c/o Bay Orthopedics, 2943 Highway 77, Panama City, FL 32405.

**ARTICLE VII.**

The duration of the corporation shall be perpetual.

**ARTICLE VIII.**

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**IN WITNESS WHEREOF**, the undersigned incorporator of the corporation has executed these Articles of Incorporation on this 14th day of May, 2008.

  
E. Lynn Phillips, Incorporator

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Having been named as registered agent, and to accept service of process for E. LYNN PHILLIPS, M.D., P.A. at the place designated in these Articles of Incorporation, by signature of the undersigned authorized representative, Corporation Service Company hereby accepts the appointment as registered agent and agrees to act in such capacity. Corporation Service Company further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, and is familiar with and accepts the obligation to act as registered agent for the above-named corporation.

**Corporation Service Company**

By: \_\_\_\_\_  
Name: Ann R. Shilling  
Title: Ann R. Shilling, Assistant VP  
Date: April 18, 2008

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