

B. McInight AUG 20 2008



[lammons@trenam.com](mailto:lammons@trenam.com)

reply to: St. Petersburg

727-824-6205 direct

August 18, 2008

**VIA REGULAR MAIL**

Registration Section

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: Verssa Women's Center, P.A.

Dear Sir or Madam:

I am enclosing the Articles of Incorporation for Verssa Women's Center, P.A. for filing with the Secretary of State. Please file upon receipt. Also enclosed is Check No. 560 for \$78.75, which amount represents the filing fee and cost for the certified copy.

Please send the certified copy to our St. Petersburg office.

If you have any questions, please call me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Lori L. Ammons'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Lori L. Ammons

Legal Assistant

cc: Veronica Socas, M.D. (w/o enclosures)

Enclosures (2)

Department of State -Articles of Inc/Verssa Women's Center-2732086v1

101 E. Kennedy Boulevard, Suite 2700

Tampa, Florida 33602

Tel: (813) 223-7474

Fax: (813) 229-6553

[www.trenam.com](http://www.trenam.com)

200 Central Avenue, Suite 1600

St. Petersburg, Florida 33701

Tel: (727) 896-7171

Fax: (727) 822-8048

**ARTICLES OF INCORPORATION  
OF  
VERSSA WOMEN'S CENTER, P.A.**

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

**ARTICLE I.**

**NAME**

The name of this Corporation is **Verssa Women's Center, P.A.**

**ARTICLE II.**

**EFFECTIVE DATE OF ARTICLES**

This Corporation shall have perpetual existence commencing upon filing.

**ARTICLE III.**

**NATURE OF PROFESSIONAL BUSINESS**

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

**ARTICLE IV.**

**CAPITAL STOCK**

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.
- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 AUG 20 AM 10:45

APPROVED  
AND  
FILED

- C. Shares of the Corporation's stock and certificates therefore shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

## ARTICLE V.

### **LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT**

- A. If any officer, director, shareholder, agent, employee, or shareholder of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or equity interest in, this Corporation shall immediately and automatically cease and terminate except to receive payment for whatever equity interest in this Corporation may be owned by the person as a shareholder.
- B. The shares of stock representing the equity interest of the shareholder whose interest is terminated because of the application of the preceding paragraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.
- C. The shares of stock owned by such person shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Bylaws or Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- D. However, if a sole shareholder of this Corporation becomes disqualified to render professional services for this Corporation, the Corporation shall cease all business or professional activity until its shares are transferred to a person duly qualified or until the Corporation is liquidated and dissolved, or until these articles are amended into a regular business corporation under applicable law, and for those limited purposes only such person shall have voting rights as to his or her shares.

---

ARTICLE VI.

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Roy W. Huntsman  
Medical & Dental Management, Inc.  
4056 Newberry Road  
Gainesville, FL 32607

ARTICLE VII.

**INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Veronica Socas, MD  
Verssa Women's Center, P.A.  
36739 State Road 52, Suite 3  
Dade City, FL 33525

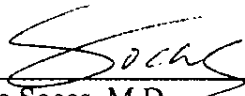
ARTICLE VIII.

**PRINCIPAL OFFICE**

The principal address of this Corporation is:

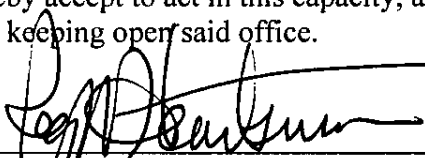
Veronica Socas, MD  
Verssa Women's Center, P.A.  
36739 State Road 52, Suite 3  
Dade City, FL 33525

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 08 day of AUGUST, 2008 for the purpose of organizing this Corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Veronica Socas, M.D.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Roy W. Huntsman

08 AUG 20 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED