

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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Account Name : MCFARLAND, GOULD, LYONS, SULLIVAN & HOGAN, P.A.
Account Number : T19990000015
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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

ROB HEMMICK, M.D., P.A.

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF**

ROB HEMMICK, M.D., P.A.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Professional Service Corporation is **ROB HEMMICK, M.D., P.A.**, to be formed within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607. Its principal address is 2636 Keystone Court North, St. Petersburg, Florida 33710 and its mailing address is Post Office Box 47888, St. Petersburg, Florida 33743.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: 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 4: CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares at no par value.

Prepared By:
McFarland, Gould, Lyons,
Sullivan & Hogan, P.A.
Gary W. Lyons, Esq.
FBN: 0268186
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Clearwater, FL 33756
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TALLAHASSEE, FLORIDA

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ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 311 South Missouri Avenue, Clearwater, Florida 33756, and the name of the Registered Agent is GARY W. LYONS.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Rob Hemmick	Post Office Box 47888 St. Petersburg, Florida 33743

ARTICLE 7: INITIAL OFFICERS

President:	Rob Hemmick
Secretary:	Rob Hemmick
Treasurer:	Rob Hemmick

ARTICLE 8: INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Rob Hemmick	Post Office Box 47888 St. Petersburg, Florida 33743

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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ARTICLE 10: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 11: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 12: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 13: LOSS OF LICENSE

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 14: SHAREHOLDER'S AGREEMENT

The shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement providing for the management of this Corporation, the election of officers or directors, or other matters. Such an agreement, if signed by all of the stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE 15: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation this 24 day of NOVEMBER, 2008.


ROB HEMMICK, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at
a place designated in these Articles of Incorporation, I hereby accept to act in this capacity,
and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to
keeping open said office for service of process.

Dated this 24th day of November, 2008.


GARY W. LYONS, as Registered Agent

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