

P08000104944

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

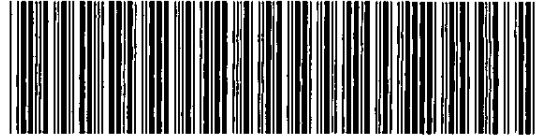
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200138312172

12/01/08--01012--007 **78.75

FILED
2008 DEC -1 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/01/08 DEC 2 2008

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW • SINCE 1948

LAKE WALES
(863) 676-7611 OR (863) 683-8942
FAX (863) 676-0643

P.O. DRAWER 7608
WINTER HAVEN, FLORIDA 33883-7608

141 5TH STREET, NW • WINTER HAVEN, FL 33881
(863) 294-3360 • FAX (863) 299-5498

www.PetersonMyers.com

LAKELAND
(863) 683-6511 OR (863) 676-6934
FAX (863) 682-8031

November 26, 2008

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: K. Wade Foster, M.D., P.A.

Gentlemen:

The following documents accompany this letter:

1. The original and one copy of Articles of Incorporation for a professional service corporation to be known as K. Wade Foster, M.D., P. A.
2. A certificate designating registered agent and office for the professional services corporation to be known as K. Wade Foster, M.D., P.A.
3. A check for \$78.75 made payable to the Florida Department of State.

I request that you file the Articles of Incorporation and certificate designating registered agent. Also, I request a certified copy of the Articles of Incorporation

The proceeds of the check are intended to pay the fees associated with the filings and certified copies referred to in the preceding paragraph. I calculate those fees as follows:

<u>Description</u>	<u>Cost</u>
File articles of incorporation	\$35.00
File registered agent designation	35.00
Certified copy of articles of incorporation	8.75
Total	\$78.75

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
BRENDA L. APPELDORN
KEVIN A. ASHLEY
JASON M. BERGWALL
JACK P. BRANDON
JOSHUA K. BROWN

PHILIP H. BUSH
DEBRA L. CLINE
CLINTON A. CURTIS
JACOB C. DYKXHOORN
DAVID G. FISHER
MICHAEL T. GALLAHER
JOHN R. GRIFFITH
DAVID E. GRISHAM

JOHN D. HOPPE
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
ALEXANDER F. KOSKEY, III
DOUGLAS A. LOCKWOOD, III
BRIAN K. MATHIS
CORNEAL B. MYERS
E. BLAKE PAUL

ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON
RYAN W. ZIKA

THOMAS E. BAYNES, JR.
OF COUNSEL



November 26, 2008
Page 2

Please return the certified copy to me at the address set forth above.

Very truly yours,



M. David Alexander

:jml
Enclosures

**ARTICLES OF INCORPORATION
OF
K. WADE FOSTER, M.D., P.A.**

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a professional services corporation under Chapter 621 of the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is **K. WADE FOSTER, M.D., P.A.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the primary purpose of providing medical services and for engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America consistent with the above purpose.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

FILED
2008 DEC - 1 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PRINCIPAL OFFICE

The street and mailing address of the principal office of this corporation is 308 Quails Run Pass, Winter Haven, Florida, 33884.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 308 Quails Run Pass, Winter Haven, Florida, 33884, and the name of the initial registered agent at that address is K. WADE FOSTER.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by resolution adopted by the stockholders, but shall never be less than one. The name and address of the initial member of the Board of Directors of this corporation are:

K. WADE FOSTER

308 Quails Run Pass
Winter Haven, Florida, 33884

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

K. WADE FOSTER
308 Quails Run Pass
Winter Haven, Florida, 33884

ARTICLE IX - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or

was a director or officer of the corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article IX.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or vote of directors, shareholders or otherwise, and shall continue as to a person

who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving, at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE X - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of November, 2008.

K Wade Foster
K. WADE FOSTER

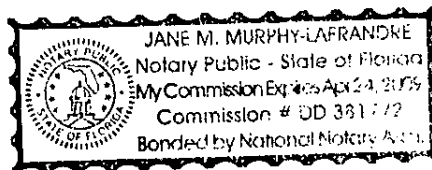
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 21st day of November, 2008, by K. WADE FOSTER, who is personally known to me or produced a driver's license as identification.

(SEAL)

Jane M. Murphy-LaFrance
NOTARY PUBLIC

Print Name of Notary
My Commission Expires:

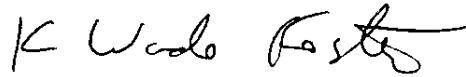


**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That K. WADE FOSTER, M.D., P.A., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 308 Quails Run Pass, Winter Haven, Florida, 33884, has named K. WADE FOSTER, located at 308 Quails Run Pass, Winter Haven, Florida, 33884, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, K. WADE FOSTER, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

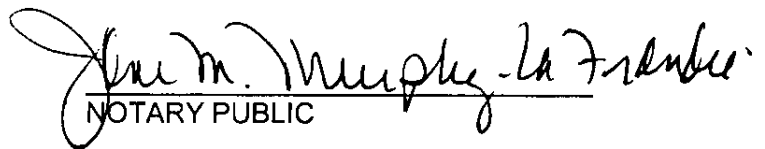


K. WADE FOSTER

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 21st day of November, 2008, by
K. WADE FOSTER, who is personally known to me or produced a driver's license as identification.

(SEAL)


NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

