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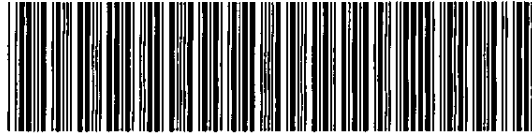
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TALLAHASSEE, FLORIDA
J. Shivers AUG 26 2009

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

E+M Medical Group, P.A.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
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- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
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- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
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TALLAHASSEE, FLORIDA

Signature _____

Requested by:

Christina

Name

8/25

Date

Am

Time

ARTICLES OF INCORPORATION

OF

E & M MEDICAL GROUP, P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, is forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following articles of incorporation for the corporation:

ARTICLE I
NAME

The name of the corporation is E & M MEDICAL GROUP, P.A.

ARTICLE II
PRINCIPAL OFFICE
AND MAILING ADDRESS OF THE CORPORATION

The address of the principal office of the corporation is 4730 Exploration Avenue, Lakeland, Florida 33812, and its mailing address is the same.

ARTICLE III
DURATION

The period of the corporation's duration shall be perpetual until dissolved as provided in these articles.

ARTICLE IV
PURPOSE

The purpose of the corporation is to practice the profession of medicine.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 10,000 shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

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ARTICLE VI
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VII
INCORPORATORS

The name and street address of the person signing these articles of incorporation as incorporator is:

Edwin J. Pena, M.D.
4730 Exploration Avenue
Lakeland, Florida 33812

ARTICLE VIII
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

Edwin J. Pena, M.D.
4730 Exploration Avenue
Lakeland, Florida 33812

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. The term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 225 East Lemon Street, Suite 300, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is Jonn D. Hoppe.

The undersigned incorporator of this corporation, has executed these articles of incorporation at Lakeland, Florida this 20 day of August, 2009.



Edwin J. Pena, M.D., Incorporator

STATE OF New York
COUNTY OF Monroe

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Edwin J. Pena, M.D., who [] is personally known to me or who [] has produced NY Driver's Lianse 110836743 as identification.

WITNESS my hand and official seal this 20 day of August, 2009, at
Bank of America.



Notary Public
State of New York at Large
My Commission Expires: 5/1/2010

To: The Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

E & M MEDICAL GROUP, P.A., with its place of business at 4730 Exploration Avenue, Lakeland, Florida 33812, has named Jonn D. Hoppe, located at 225 East Lemon Street, Suite 300, Lakeland, Florida 33801 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated August 24, 2009.


Jonn D. Hoppe
Registered Agent

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