

11/05/2009 10:05 FAX #321-3900 HILL WARD & HENDERSON 001/001  
Division of Corporations Page 1 of 1  
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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**PHS BAYWALK, INC.**

|                       |         |
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| Certificate of Status | 0       |
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**ARTICLES OF INCORPORATION  
OF  
PHS BAYWALK, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**PHS BAYWALK, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

747 6<sup>th</sup> Avenue South  
St. Petersburg, Florida 33701

**ARTICLE III**

**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

**ARTICLE IV**

**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be R. Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

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**ARTICLES OF INCORPORATION OF  
PHS BAYWALK, INC.**

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**ARTICLE V  
Board of Directors**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE VI  
Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor or successors have been duly elected and qualified. The name and street address of the initial director is:

| <u>NAME</u>          | <u>ADDRESS</u>   |
|----------------------|--|
| Brent C. Price, M.D. | 747 6 <sup>th</sup> Avenue South<br>St. Petersburg, FL 33701 |

**ARTICLE VII  
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

| <u>NAME</u>   | <u>ADDRESS</u>  |
|---------------|---|
| R. Reid Haney | 101 E. Kennedy Boulevard<br>Suite 3700<br>Tampa, FL 33602 |

**ARTICLE VIII  
Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607, Florida Statutes) (the "Act"), and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the Act. This corporation shall have perpetual existence.

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**ARTICLES OF INCORPORATION OF  
PHS BAYWALK, INC.**

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**ARTICLE IX  
Bylaws**

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

**ARTICLE X  
Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 5<sup>th</sup> day of November 2009.

  
\_\_\_\_\_  
R. Reid Haney

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT OF**

The undersigned, R. Reid Haney, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 5<sup>th</sup> day of November 2009.

  
\_\_\_\_\_  
R. Reid Haney

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