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## Florida Department of State

Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 617-6381

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## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Inspiris of Florida Medical Services, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

INSPIRIS OF FLORIDA MEDICAL SERVICES, P.A.

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I**

NAME

The name of the corporation (which is hereinafter called the "Corporation") is INSPIRIS of Florida Medical Services, P.A.

**ARTICLE II**

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation is 1958 Dairy Road, Melbourne, Florida 32904.

**ARTICLE III**

SHARES

The Corporation is a professional corporation and elects to operate under and acknowledges that it is subject to the Florida Professional Service Corporation and Limited Liability Act, Florida Statutes, Chapter 621. The Corporation is authorized to provide medical services and professional services of the type required or permitted to be furnished by a professional under a license, registration or certificate issued by the state of Florida to practice medicine and surgery as a physician and to perform medical and other services using licensed physician assistant, as a registered nurse, or nurse practitioner, or other health care practitioner.

**ARTICLE IV**

PURPOSE AND AUTHORIZATIONS

4.1 Authorized Shares. The total number of shares of Shares which the Corporation has authority to issue (the "Shares") is one hundred (100) shares, no par value per share.

4.2 Articles and Bylaws. The rights of all Shareholders, and the terms of all Shares, are subject to the provisions of the Articles and the Bylaws.

**ARTICLE V**

REGISTERED AGENT

The Registered Agent is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI  
INCORPORATOR

The incorporator of the Corporation is Gary Dana, M.D. who signs and makes the certifications set forth above the signature line below. The address of the incorporator is 1958 Dairy Road, Melbourne, Florida 32904.

ARTICLE VII  
PROVISIONS FOR DEFINING, LIMITING AND REGULATING CERTAIN POWERS OF THE CORPORATION AND OF THE SHAREHOLDERS AND DIRECTORS

7.1 Extraordinary Actions. Notwithstanding any provision of law permitting or requiring any action to be taken or approved by the affirmative vote of the holders of shares entitled to cast a greater number of votes, any such action shall be effective and valid if declared advisable by the Board and taken or approved by the affirmative vote of holders of shares entitled to cast a majority of all the votes entitled to be cast on the matter.

7.2 Authorization by Board of Stock Issuance. The Board may authorize the issuance, from time to time, of shares of stock of the Corporation of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of its stock of any class or series, whether now or hereafter authorized, for such consideration as the Board may deem advisable (or without consideration in the case of a stock split or stock dividend), subject to such restrictions or limitations, if any, as may be set forth in the articles of incorporation of the Corporation (the "Articles") or the Bylaws.

7.3 Preemptive and Appraisal Rights. No holder of shares of stock of the Corporation shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of stock of the Corporation or any other security of the Corporation which it may issue or sell. Holders of shares of stock shall not be entitled to exercise any rights of an objecting stockholder provided for under the Florida Business Corporation Act or any successor statute unless the Board, upon the affirmative vote of a majority of the Board, shall determine that such rights apply, with respect to all or any classes or series of stock, to one or more transactions occurring after the date of such determination in connection with which holders of such shares would otherwise be entitled to exercise such rights.

7.4 Indemnification and Advance of Expenses. To the maximum extent permitted by Florida law in effect from time to time, the Corporation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former director or officer of the Corporation and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity or (b) any individual who, while a director or officer of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of such corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made or threatened to be made a party to the proceeding by reason of his or her service in that capacity. The Corporation may, with the approval of its Board of Directors or any duly authorized committee thereof, provide such indemnification and advance for expenses to a person who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation. The indemnification and payment of

expenses provided herein shall not be deemed exclusive of or limit in any way other rights to which any person seeking indemnification or payment of expenses may be or may become entitled under any bylaw, regulation, insurance, agreement or otherwise.

#### ARTICLE VIII LIMITATION OF LIABILITY

8.1 Liability. To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers of a corporation, no present or former director or officer of the Corporation shall be liable to the Corporation or its Shareholders for money damages. Neither the amendment nor repeal of this Article VIII, nor the adoption or amendment of any other provision of the Articles or the Bylaws inconsistent with this Article VIII, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

8.2 Director and Officer Liability Insurance. By action of the Board, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the Board deems appropriate, to protect any director, officer, employee or agent of the Corporation or any other person who is serving at the request of the Corporation in any such capacity with another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any liability asserted against such person or incurred by such person in any such capacity or arising out of such person's status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by Florida law, and whether or not the Corporation would have the power or would be required to indemnify any such person under the terms of any agreement or the Bylaws or Florida law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: Chris McNear  
Name: Assistant Secretary  
Title: \_\_\_\_\_

Date: 2/25/2011

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

By: Gary Dana, M.D.  
Gary Dana, M.D., Incorporator

Date: 2-25-2011

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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