### Florida Department of State

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### FLORIDA PROFIT/NON PROFIT CORPORATION CITRUS RIDGE MEDICAL CENTERS INC.

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Certificate of Status	1
Certified Copy	0
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

Help

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# ARTICLES OF INCORPORATION OF CITRUS RIDGE MEDICAL CENTERS, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

#### ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be CITRUS RIDGE MEDICAL CENTERS, INC.

#### ARTICLE II - GENERAL PURPOSES

The general purposes for which the corporation is organized for is to conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

#### ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is 1050 U.S. Highway 27 South, Suite 7, Clermont, Florida 34714.

#### **ARTICLE IV - INCORPORATOR**

The name of the Incorporator is Scott David Barnhart, and his address is: 1050 U.S. Highway 27 South, Suite 7, Clermont, Florida 34714.

# ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent of the corporation is Scott David Barnhart, and the address of the registered office shall be: 1050 U.S. Highway 27 South, Suite 7, Clermont, Florida 34714.

#### ARTICLE VI - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

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#### **ARTICLE YII - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is ten thousand (10,000) shares which shall be designated Common Shares with no par value.

#### **ARTICLE VIII - NO PREEMPTIVE RIGHTS**

There shall be no preemptive rights for shareholders.

#### **ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE X - BYLAWS**

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

#### ARTICLE XI - NUMBER OF OFFICERS/DIRECTOR

The initial number of officers and director of the corporation shall be two (2) which number may be increased or decreased pursuant to the Bylaws of the corporation. The name and street address of the officers and director to this corporation are: President/Director: Scott David Barnhart, 1050 U.S. Highway 27 South, Suite 7, Clermont, Florida 34714; Secretary/Treasurer: Melanie Forber-Barnhart, 1050 U.S. Highway 27 South, Suite 7, Clermont, Florida 34714.

## ARTICLE XII - LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.

The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Business Corporation Act as the same may be supplemental and amended from time to time. The corporation shall, to the fullest extent legally permissible under the provisions of Florida Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by them in connection with any action, suit or other proceeding in which they may be involved or with which they may be threatened, or other matters referred to in or covered by said

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provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

INCORPORATOR:

SCOTT DAVID BARNHART 1050 U.S. HIGHWAY 27 SOUTH

SUITE 7

**CLERMONT, FLORIDA 34714** 

(as Incorporator)

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### ACCEPTANCE BY REGISTERED AGENT

Having been named a registered agent to accept service 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.

Name:

CITRUS RIDGE MEDICAL CENTERS, INC.

Address:

1050 U.S. HIGHWAY 27 SOUTH

SUITE 7

CLERMONT, FLORIDA 34714

By: Scott David Barnhart

Signature

Scott David Barnhart (as Registered Agent)

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