

2011-May-20

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FLORIDA PROFIT/NON PROFIT CORPORATION
Physician's Pathology Services, P.A.

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May 20, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BAKER & HOSTETLER LLP

SUBJECT: PHYSICIAN'S PATHOLOGY SERVICES, P.A.
REF: W11000027906

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

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Letter Number: 311A00012566

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**ARTICLES OF INCORPORATION
OF
PHYSICIAN'S PATHOLOGY SERVICES, P.A.**

THE UNDERSIGNED, President of **PHYSICIAN'S PATHOLOGY SERVICES, P.A.**, a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Incorporation of the Corporation:

ARTICLE I- NAME OF CORPORATION

The name of this Corporation shall be **PHYSICIAN'S PATHOLOGY SERVICES, P.A.**

ARTICLE II- ADDRESS

The mailing address of the Corporation is 865 Creston Drive, Maitland, Florida 32751

ARTICLE III- GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine or Doctor of Osteopathy duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV- CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V- DURATION

This Corporation shall exist perpetually.

ARTICLE VI- REGISTERED OFFICE AND AGENT

The address of the registered office of this Corporation shall be:

SunTrust Center, Suite 2300
200 South Orange Avenue
Orlando, Florida 32801-3432

The name of the registered agent of this Corporation at that address shall be:

David L. Schick

ARTICLE VII- BOARD OF DIRECTORS

A. Only shareholders of this Corporation shall be eligible to be directors of this Corporation. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

B. This corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by the shareholders of the corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At each annual meeting, the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of the holders of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

E. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE VIII- SHAREHOLDERS

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine or Doctor of Osteopathy under the laws of the State of Florida.

ARTICLE IX- ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this Corporation, or a shareholders agreement between this Corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X- AMENDMENT

These Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

ARTICLE XI- INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

Ross C. Wheeler

865 Creston Drive
Maitland, Florida 32751

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 18 day of May, 2011.

INCORPORATOR

Ross C. Wheeler
Ross C. Wheeler, M.D., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of May, 2011,
by Ross C. Wheeler, M.D.



AFFIX NOTARY STAMP

Christina R Simmons
Signature of Notary Public

Christina R Simmons
(Print Notary Name)
My Commission Expires: June 21, 2013
Commission No.: DD 901196

☐ Personally known, or
☒ Produced Identification

Type of Identification Produced:

Driver's License

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
PHYSICIAN'S PATHOLOGY SERVICES, P.A., I hereby accept and agree to act in this
capacity.



DAVID L. SCHICK, ESQ.

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