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**FLORIDA PROFIT/NON PROFIT CORPORATION  
Tampa Bay Anesthesiology, P.A.**

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**ARTICLES OF INCORPORATION  
OF  
TAMPA BAY ANESTHESIOLOGY, P.A.**

These Articles of Incorporation are filed with the Florida Department of State to incorporate under the provisions of the Florida Business Corporation Act, Chapter 607, *Florida Statutes*, a professional corporation that is subject to the provisions of the Florida Professional Service and Limited Liability Company Act, Chapter 621, *Florida Statutes*.

**ARTICLE I. NAME**

The name of the professional corporation is Tampa Bay Anesthesiology, P.A.

**ARTICLE II. PURPOSE AND CORPORATE POWER**

The purpose of the professional corporation is to own interests in other entities that engage in the practice of medicine through persons who are duly licensed to render those professional services and are agents, officers, and employees of those other entities. In furtherance of this purpose, the professional corporation has all the power and authority conferred on a corporation organized under the Florida Professional Service Corporation and Limited Liability Act to do all acts and things authorized by law to carry out its affairs and professional endeavors.

**ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the professional corporation are:

1 Tampa General Circle, Suite A327  
Tampa, Florida 33606

**ARTICLE IV. INITIAL BOARD OF DIRECTORS**

The professional corporation initially shall have five directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws of the professional corporation. The names of the initial directors are Devanand Mangar, M.D., William J. Quartuccio, M.D., Anrat M. Anand, M.D., Veronica L. Massey, M.D., and Emery B. Navari, M.D., and street address of each of the initial directors is 1 Tampa General Circle, Suite A327, Tampa, Florida 33606.

**ARTICLE V. CAPITAL STOCK**

The maximum number of shares of capital stock that the professional corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share and divided into 50,000 shares of Class A common stock (the "Class A Stock") and 50,000 shares of Class B common stock (the "Class B Stock"). The professional corporation is not authorized to issue fractional shares of its common stock.

The Board of Directors of the professional corporation shall determine the consideration to be received by the professional corporation for the issuance of each share of its common stock, which must have a value of not less than the par value of the share and may consist of any tangible or intangible property or benefit to the professional corporation, including cash, promissory notes, services performed, other securities of the professional corporation, or promises to perform services for the professional corporation that are evidenced by a written contract, with a value in each case that is adequate in the judgment of the Board of Directors. The professional corporation has the right to purchase or otherwise acquire shares of its own common stock to the extent provided by law, its Bylaws, or any agreement duly executed by the professional corporation. Each share of common stock that is repurchased by the professional corporation will continue to be issued, but not outstanding, until it is cancelled or transferred by the professional corporation. Each share of common stock issued by the professional corporation is subject to any stock transfer restrictions in its Bylaws.

Articles of Incorporation

-1-

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The professional corporation shall issue its capital stock only to persons who are duly licensed to practice medicine in the State of Florida or any other state of the United States of America. A shareholder of the professional corporation shall not sell or transfer any shares of the professional corporation to anyone who is ineligible to be a shareholder of the professional corporation, and any purported sale or transfer to an ineligible person will be invalid and ineffective as to the professional corporation and its shareholders. Further, a shareholder of the professional corporation shall not enter into a voting trust agreement or any other agreement (including a revocable or irrevocable proxy) that vests another person with the authority to exercise the voting power of any of the shareholder's shares in the professional corporation, and any agreement to that effect will be invalid with respect to the professional corporation.

The Class A Stock and the Class B Stock are both voting stock, are entitled to one vote per share and to participate in all dividends declared by the professional corporation's Board of Directors, and have the same preferences, limitations, and relative rights, except as follows:

- (a) All the issued and outstanding shares of Class B Stock are convertible into an equal number of shares of Class A Stock with the unanimous approval of the holders of the outstanding shares of Class B Stock;
- (b) The holders of Class B Stock, voting separately as a class, are entitled to elect a majority (the smallest number greater than one-half) of the directors of the professional corporation, and the holders of Class A Stock, voting separately as a class, are entitled to elect the balance of the directors;
- (c) The termination of the employment of a Class B shareholder as an employee of the professional corporation or a wholly owned subsidiary of the professional corporation requires the affirmative vote or written consent of all the outstanding shares of Class B Stock, excluding the shares of Class B Stock owned by the shareholder whose employment or services as an independent contractor is subject to termination; and
- (d) The affirmative vote or written consent of the holders of a majority (the smallest whole number greater than one-half) of the outstanding shares of Class B Stock, voting separately as a class, is required for each of the following corporate actions, whether or not the action otherwise requires the approval of shareholders:
  - (i) Any increase or decrease in the number of directors of the professional corporation;
  - (ii) An amendment to the Bylaws or Articles of Incorporation of the professional corporation that would affect the rights, preferences, and limitations of the Class B Stock;
  - (iii) The investment of any amount in any other person (including the ownership or acquisition of any stock or other securities) or the creation of a wholly owned subsidiary or affiliated enterprise by any means;
  - (iv) A merger, dissolution, liquidation, consolidation, exchange offer, recapitalization, or reorganization of the professional corporation or a wholly owned subsidiary or a sale or exchange of all or substantially all the assets or stock of the professional corporation or a wholly owned subsidiary;
  - (v) A waiver or exercise by the professional corporation of any right or power to approve or authorize a transfer of any shares of common stock of the professional corporation (Class A or B) by a shareholder of the professional corporation;
  - (vi) An extension of credit by the professional corporation or any wholly owned subsidiary pursuant to which it becomes directly or contingently

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liable for any liability, obligation, or indebtedness of another person, whether as a surety, endorser, co-obligor, guarantor, or accommodation party;

- (vi) A waiver, release, or other modification by the professional corporation or any wholly owned subsidiary of any confidentiality, non-solicitation, or non-competition restriction applicable to any existing or former employee, shareholder, or independent contractor of the professional corporation or the wholly owned subsidiary;
- (vii) The waiver or exercise by the professional corporation of any option or other right to acquire any outstanding common stock (Class A or Class B), except that the shares of the shareholder whose shares are being purchased will be excluded in determining whether the holders of a majority of the outstanding shares of Class B Stock have voted affirmatively; and
- (ix) The issuance or reissuance of any common or other voting stock of the professional corporation or a wholly owned subsidiary, any debt or equity securities convertible into common stock or other voting stock of the professional corporation or a wholly owned subsidiary, or any rights, options, or warrants to acquire any common stock or other voting stock of the professional corporation or a wholly owned subsidiary or any debt or equity securities convertible into common stock or other voting stock of the professional corporation or a wholly owned subsidiary.

For the purpose of clause (c) and (d) above, a "wholly owned subsidiary" of the professional corporation is any corporation, partnership, limited liability company, or other entity with respect to which the professional corporation directly or indirectly owns of record or beneficially (i) 100% or more of any class of the entity's capital stock, membership interests, partnership interests, or other securities or ownership interests, and (ii) capital stock, membership interests, partnership interests, or other securities and ownership interests representing 100% of all the voting power of the entity's outstanding capital stock, membership interests, partnership interests, or other securities and ownership interests that are entitled to vote in the election of its directors (in the case of a corporation), managing general partner (in the case of a general or limited partnership), managers or managing member (in the case of a limited liability company), or other governing person or group (in the case of any other entity), and specifically includes Gulf-To-Bay Anesthesiology Associates, P.A., Florida Gulf-To-Bay Anesthesiology Associates, P.A., for so long as they are wholly owned subsidiaries of the professional corporation.

If and when all the issued and outstanding shares of Class B Stock are converted into Class A Stock as authorized in paragraph (a) above, that class of authorized common stock will be extinguished, and the professional corporation shall cancel all unissued shares of Class B Stock and shall never again issue or reissue any shares of Class B Stock.

#### ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and offices of the corporation are:

Marc A. Chambers  
1 Tampa General Circle, Suite A327  
Tampa, Florida 33606

#### ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Devanand Mangar, M.D.  
1 Tampa General Circle, Suite A327  
Tampa, Florida 33606

Articles of Incorporation

-3-


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The Incorporator assigns to those persons designated by the Board of Directors of the professional corporation any rights that he has as incorporator to acquire any of the capital stock of the professional corporation. This assignment will become effective on the date when the corporate existence of the professional corporation begins.

**ARTICLE VIII. COMMENCEMENT OF EXISTENCE**

The existence of the professional corporation will commence at the time and on the date when these Articles of Incorporation are filed by the Florida Department of State.

DATE: March 8, 2012  
Devanand Mangar, as Incorporator**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the professional corporation referenced above at the place designated in the foregoing Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: March 8, 2012  
Marc A. Chambers, as Registered Agent

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