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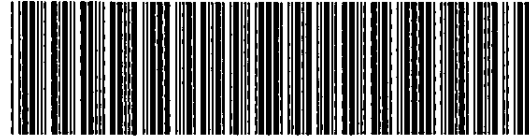
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Deborah E. Freeland  
7409 Lake Drive  
Belle Isle, Florida 32809  
(407) 590-9362

June 5, 2012

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314


**Re: Filing of Articles of Incorporation – Michael Bain Freeland, M.D., P.A.**

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for **Michael Bain Freeland, M.D., P.A.** A check is enclosed for \$78.75 to cover the filing fee of \$35.00, registered agent designation fee of \$35.00, and certified copy fee of \$8.75.

Please file these Articles of Incorporation and return the certified copy to me at the following address: Deborah E. Freeland, 7409 Lake Drive, Belle Isle, Florida 32809.

Sincerely yours,



Deborah E. Freeland

ENCLOSURES

cc: Surgical Group of Orlando/Pamela Hummell

**ARTICLES OF INCORPORATION**  
**OF**  
**MICHAEL BAIN FREELAND, M.D., P.A.**

**ARTICLE I – CORPORATE NAME**

The name of the professional service corporation shall be MICHAEL BAIN FREELAND, M.D., P.A., hereafter referred to as "Corporation."

**ARTICLE II – DURATION**

The Corporation shall exist perpetually.

**ARTICLE III – PURPOSE AND GENERAL NATURE**

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

- A. To carry on, pursuant to the laws of the State of Florida, the business of rendering to the public professional medical services, except that the Corporation shall not render professional medical services except through its officers, employees, and agents who are authorized and duly licensed to practice medicine within the State of Florida.
- B. To own real or personal property necessary or incidental to the rendering of the professional medical services hereby authorized.
- C. To engage in any lawful pursuit necessary or incidental to the accomplishment of the purpose and general business of the Corporation as detailed in these Articles of Incorporation, or any properly executed amendment thereto; and to do any act necessary or incidental to the protection of the Corporation or the furtherance of its purposes or objectives; and to act alone or in association with other corporations, firms, or individuals for these purposes.

**ARTICLE IV – CAPITAL STOCK**

The Corporation shall be authorized to issue and have outstanding at any one time a maximum of One Thousand (1,000) shares of capital stock, all of which shall be common shares with a par value of Five Cents (5¢, or \$0.05).

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DIVISION OF CORPORATIONS  
12 JUN - 8 PM 3:54

The consideration to be paid for each share of stock shall be fixed by the Board of Directors, but in no event shall it be less than Five Cents (5¢, or \$0.05) per share.

#### **ARTICLE V – SHAREHOLDERS**

No shares of stock of the Corporation shall be issued to any individual unless he or she is duly licensed to render services as a Medical Doctor under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer any shares of stock held therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of the Corporation shall enter into any type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

#### **ARTICLE VI – PLACE OF BUSINESS**

The principal office and mailing address for the Corporation shall be located at 801 Orange Avenue, Suite 640, Orlando, Florida 32801.

#### **ARTICLE VII – REGISTERED AGENT**

The Registered Agent of the Corporation shall be Deborah Emily Freeland, whose street and mailing address is that of the Corporation's initial Registered Office set forth below, or such other individual or corporation as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of the State of Florida in accordance with law.

#### **ARTICLE VIII – REGISTERED OFFICE**

The street address of the Registered Office of the Corporation shall be 7409 Lake Drive, Belle Isle, Florida 32809, or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of the State of Florida in accordance with law.

#### **ARTICLE IX – BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of members of the Board of Directors may be changed from time to time as provided by the Bylaws of the Corporation as adopted by the shareholders, but in no event shall consist of fewer than one (1) member at any time. In no case shall a member be added to the Board of Directors unless that individual is a Medical Doctor duly licensed to render services as such under the laws of the State of Florida. The name and street address of the initial member of the Board of Directors, to

12 JUN - 8 PM 3:54  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

hold office for the first year of existence of the Corporation or until his successors are elected or appointed and have qualified, is:

<u>Name</u>	<u>Street Address</u>
Michael Bain Freeland, M.D.	801 N. Orange Avenue Suite 640 Orlando, Florida 32801

#### **ARTICLE X – INCORPORATOR**

The name and mailing address of the Incorporator of the Corporation, a natural person competent to contract, is:

<u>Name</u>	<u>Street Address</u>
Deborah Emily Freeland	7409 Lake Drive Belle Isle, Florida 32809

#### **ARTICLE XI – COMMENCEMENT DATE**

The Corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the Corporation by the Secretary of State of the State of Florida.

#### **ARTICLE XII – BYLAWS**

The power to adopt, amend, or repeal Bylaws for the management of the Corporation shall be vested exclusively in the Board of Directors and the shareholders of the Corporation.

#### **ARTICLE XIII – AMENDMENT**

The Corporation reserves the right to amend these Articles of Incorporation as allowed by the laws of the State of Florida subject to approval by the Board of Directors and the shareholders.

#### **ARTICLE XIV – INDEMNIFICATION**

Every Officer and every Director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be part of or in which he or she may become involved by reason of his or her being or having been an Officer or Director of the Corporation, whether or not he or she is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be

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CORPORATION

in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

#### ARTICLE XV – NOTICE OF ARTICLES OF INCORPORATION AND BYLAWS

The provisions of these Articles of Incorporation and any amendments thereof, and each and every Article and Section thereof, and the provisions of any Bylaws and amendments thereof adopted in the manner provided herein, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

IN WITNESS WHEREOF, I have subscribed my name as Incorporator of the Corporation this 5th day of June, 2012.

Deborah Emily Freeland  
Deborah Emily Freeland

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SOUTHERN DISTRICT OF FLORIDA

#### ACKNOWLEDGEMENT AS TO DEBORAH EMILY FREELAND

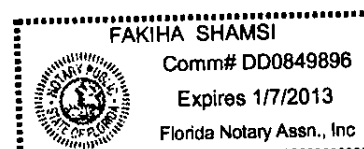
STATE OF FLORIDA       )  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 5th day of June, 2012, by Deborah Emily Freeland, who produced as identification a current and valid state-issued identification card and passport issued by the U.S. Department of State, and who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed. FL DL # F645-165-79-839-0  
USA Passport - 459844745

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Orlando, Florida, this 5th day of June, 2012.

Fakiha Shamsi  
NOTARY PUBLIC/STATE OF FLORIDA

My commission expires: 1/7/2013



**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Having been named Registered Agent for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to serve as its Registered Agent to accept service of process within the State of Florida at its Registered Office; and to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and to accept the duties and obligations of Section 607.0505 Florida Statutes.

Dated this 5<sup>th</sup> day of June, 2012.

  
Deborah Emily Freeland

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SECTION 607.0505  
FLORIDA STATUTES