

P120000089310

Oct-23-11 11:13pm From: BAKER & HOSTETLER 407-841-1668 T-130 P-000/008 F-931

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000254862 3)))



H120002548623ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : BAKER & HOSTETLER LLP  
Account Number : I19990000077  
Phone : (407) 549-4043  
Fax Number : (407) 841-0168

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: LBEGSTRESSER@BAKERLAW.COM

FLORIDA PROFIT/NON PROFIT CORPORATION  
WATERMAN ANESTHESIOLOGY GROUP, P.A.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 06      |
| Estimated Charge      | \$70.00 |

RECEIVED  
12 OCT 23 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

UH



October 23, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BAKER & HOSTETLER LLP

SUBJECT: WATERMAN ANESTHESIOLOGY GROUP, P.A.  
REF: W12000054155

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 your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 243-6052.

Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H12000254862  
Letter Number: 412A00025985

FILED

12 OCT 23 AM 11:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WATERMAN ANESTHESIOLOGY GROUP, P.A.**

THE UNDERSIGNED, President of **WATERMAN ANESTHESIOLOGY GROUP, 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 FIRST:** The name of the Corporation is **WATERMAN ANESTHESIOLOGY GROUP, P.A.**

**ARTICLE SECOND:** The Articles of Incorporation of the Corporation reflected herein were duly adopted by the Directors and Sole Shareholder of the Corporation by Unanimous Written Consent executed on October 22, 2012, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

**ARTICLE THIRD:** The effective date of these Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** The Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be **WATERMAN ANESTHESIOLOGY GROUP, P.A.**

**ARTICLE II - ADDRESS**

The mailing address of the Corporation is 291 Southhall Lane, 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 one thousand (1000) 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:

200 South Orange Avenue, Suite 2300  
Orlando, Florida 32801

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

David L. Schick

#### **ARTICLE VII - INCORPORATOR**

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

| <u>Name</u>           | <u>Address</u>                                |
|-----------------------|---|
| Douglas A. Olin, M.D. | 291 Southhall Lane<br>Maitland, Florida 32751 |

#### **ARTICLE VIII - BOARD OF DIRECTORS**

A. 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 a vote of the holders of a majority of the shares then entitled to vote at an election of directors, 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 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 shares then entitled to vote at an election of directors, and only if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

F. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Stock Purchase and Shareholders' Agreement between this Corporation and this Corporation's shareholders (a "Shareholders' Agreement"), by contract or by law, a majority of the number of directors shall constitute a quorum for the transaction of business. The act of at least a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

#### **ARTICLE IX - SHAREHOLDERS**

A. 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, or to entities owned by 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.

B. Notwithstanding the terms of these Articles of Incorporation, the Bylaws or a Shareholders' Agreement to the contrary, JLR Healthcare Solutions, Inc. ("JLRHS") shall at all times own at least fifty one percent (51%) of the issued and outstanding capital stock of this Corporation; and in the event this Corporation sells, transfers or otherwise issues additional outstanding capital stock, and such sale, transfer or issuance would cause JLRHS to own less than fifty one percent (51%) of the issued and outstanding capital stock of this Corporation, then the shareholders and/or the Board of Directors shall cause this Corporation to issue to JLRHS sufficient capital stock so that

JLRHS will continue to own at least fifty one percent (51%) of the issued and outstanding capital stock of this Corporation.

C. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Shareholders' Agreement, by contract or by law, a majority of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, when a specified item of business is required to be voted on by a class or series of stock, a majority of all shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

D. If a quorum is present, the affirmative vote of at least a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise provided by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

E. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

F. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

#### **ARTICLE X - 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 these Bylaws, 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 XI- AMENDMENT**

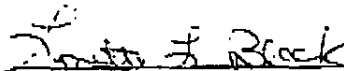
These Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22<sup>nd</sup> day of October, 2012.

  
Douglas A. Olin, M.D., President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of October, 2012, by Douglas A. Olin, M.D.

  
Signature of Notary Public



(Print Notary Name)

My Commission Expires:

Commission No.:

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced:

AFFIX NOTARY STAMP

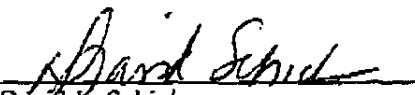
Oct-23-12 01:14pm From-BAKER & HOSTETLER

407 841 0168

T-130 P.008/008 F-931

# **CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Articles of Incorporation of **WATERMAN ANESTHESIOLOGY GROUP, P.A.**, I hereby accept and agree to act in this capacity.

  
David L. Schick

FILED

12 OCT 23 AM 11:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA