

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.

((H13000025745 3)))



H130000257453ABC.

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 : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

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

Email Address: _____

FILED
13 FEB - 1 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
Charlotte Cardio Newco P.A.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
13 FEB - 1 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MRS 2/4/13

FILED

13 FEB -1 PM 1:38

((H13000025745 3)))

**ARTICLES OF INCORPORATION OF
CHARLOTTE CARDIO NEWCO P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida professional association under the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such professional association ("Corporation"):

**ARTICLE I
NAME**

The name of the Corporation is **CHARLOTTE CARDIO NEWCO P.A.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

3165 McMullen Booth Rd. - Bldg. B
Clearwater, Florida 33761

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of providing medical services.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of common stock, \$0.01 par value per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V
RESTRICTIONS ON OWNERSHIP OF SHARES**

(a) No person may own shares of the capital stock of the Corporation unless such person is a medical doctor licensed to practice medicine in Florida under Chapter 458 of the Florida Statutes or any successor thereto.

(b) No person may own shares of the capital stock of the Corporation, even if such person satisfied the requirement of section (a) of Article V hereof except upon the approval of all of the then existing shareholders of the Corporation or upon satisfying alternative restrictions contained

((H13000025745 3)))

in the Bylaws of the Corporation or in any separate agreement among the shareholders and the Corporation.

ARTICLE VI
PHYSICIAN LICENSE SUSPENSION, RESTRICTION OR TERMINATION

If a physician shareholder or physician employee becomes legally disqualified from rendering medical services within the State of Florida or whose medical services become subject to restrictions or limitations as provided in F.S. § 621.10, as it may be amended from time to time or as provided in any successor statute, such physician's employment and shares of the capital stock of the Corporation will be immediately terminated, and such physician will cease to be a shareholder of the Corporation and instead will become a creditor only of the Corporation until the Corporation's liability for the redemption price of such physician's shares of capital stock of the Corporation as determined in accordance with the Bylaws of the Corporation or any separate agreement among the shareholders and the Corporation, as amended at the effective time, is satisfied.

ARTICLE VII
TRANSFER OF SHARES OF CAPITAL STOCK OF CORPORATION

No transfer of any share of the capital stock of the Corporation or any interest in any share of the capital stock of the Corporation is permitted or valid except in accordance with the restrictions on transfer contained in the Bylaws of the Corporation or any separate agreement among the shareholders and the Corporation, as amended at the effective time.

ARTICLE VIII
INITIAL OFFICER AND/OR DIRECTOR

The name and address of the initial Officer and/or Director of the Corporation is:

Terence P. Connelly, M.D.
3340 Tamiami Trail,
Port Charlotte, Florida 33952

ARTICLE IX
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

A. Edward McGinty
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602
((H13000025745 3)))

FILED

13 FEB -1 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H13000025745 3)))

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles as Incorporator are as follows:

A. Edward McGinty
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

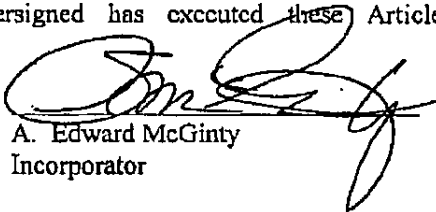
**ARTICLE XI
INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE XII
LIABILITY FOR MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of February, 2013.


A. Edward McGinty
Incorporator

FILED

13 FEB -1 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

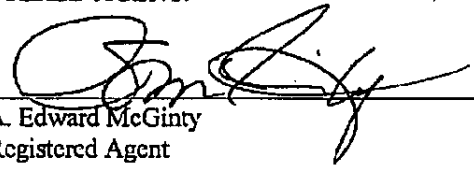
((H13000025745 3))) **CERTIFICATE OF DESIGNATION**
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Charlotte Cardio Newco P.A.
2. The name and street address of the registered agent and office in the State of Florida are:

A. Edward McGinty
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


A. Edward McGinty
Registered Agent

Dated: February 1, 2013