

P13000018397

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300245037703

02/25/13--01053--011 **87.50

MRS
2/26/13

FILED
13 FEB 25 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Law Offices of
Snyder & Snyder, P.A.
Attorneys and Counselors at Law

WILLIAM A. SNYDER, J.D., LL.M.

Florida Bar Board Certified — Wills, Trusts & Estates
Fellow, American College of Trust & Estate Counsel (ACTEC)

SHAWN C. SNYDER, M.A., J.D., LL.M.

Florida Bar Board Certified — Wills, Trusts & Estates

ANNE J. MCPHEE, J.D., LL.M.

OLGA TARASENKO, J.D., LL.M.

7931 SW 45th Street
Davie, Florida 33328

Phone: 954-475-1139

Fax: 954-475-2634

www.snyderlawpa.com

E-Mail: anne@snyderlawpa.com

February 22, 2013

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: *Anodyne Research, P.A. ("Corporation")*

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation regarding the above referenced Corporation for filing with your office.

After filing the Articles, please provide my office with a certified copy and a certificate of good standing. We have enclosed our firm check in the amount of \$87.50 to cover the fees associated with the filing and requested certified copies. Additionally, please find a return self addressed stamped envelope enclosed for your convenience.

I thank you in advance for your attention and cooperation. Should you have any questions or need any additional information, please do not hesitate to contact me.

Very truly yours,

SNYDER & SNYDER, P.A.



Anne J. McPhee

AJM:ii

Encls.

ARTICLES OF INCORPORATION
of
ANODYNE RESEARCH, P.A.
(a Florida corporation)

FILED
13 FEB 25 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is **ANODYNE RESEARCH, P.A.** (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The current mailing address of the principal place of business of the Corporation is 3111 N.E. 44th Street, Fort Lauderdale, Florida 33308.

ARTICLE III

PURPOSE

The corporation is organized for the following purposes:

1. Engaging in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly authorized under the laws of the State of Florida, is authorized to render, including consulting and research, but such professional services shall be rendered only through officers, employees, and agents who are duly authorized under the laws of the State of Florida to practice medicine therein.

2. Investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

3. Transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 100 shares of voting common stock, par value \$10.00 per share (the "Voting Stock").

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

WILLIAM PORTER MCROBERTS
3111 N.E. 44th Street
Fort Lauderdale, Florida 33308

ARTICLE VI
INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 7931 S.W. 45th Street, Davie, Florida 33328. The name of the initial registered agent of the Corporation at that address is Shawn C. Snyder.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of the Corporation is Anne J. McPhee, 7931 S.W. 45th Street, Davie, Florida 33328.

ARTICLE VIII
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the “FBCA”), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of 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 FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.


ARTICLE X
BYLAWS

The Board shall have the power to adopt, amend or repeal the bylaws of the Corporation or any part thereof.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be altered, amended or repealed provided that all of the shareholders of the Corporation consent to such alteration, amendment or repeal in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of **ANODYNE RESEARCH, P.A.**, this 20th day of February, 2013.



ANNE J. MCPHEE,
Incorporator

FILED
13 FEB 25 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT OF REGISTERED AGENT
OF
ANODYNE RESEARCH, P.A.**

FILED
13 FEB 25 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Shawn C. Snyder, whose business address is 7931 S.W. 45th Street, Davie, Florida 33328, hereby accepts appointment as the initial registered agent of **ANODYNE RESEARCH, P.A.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



SHAWN C. SNYDER
Registered Agent