

Jan. 22, 2015  
1/22/2015

2:29 PM

ay

Division of Corporations

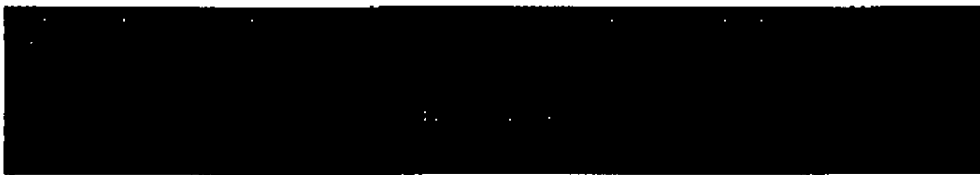
No. 0048

P. 1

**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.**

(((H15000018079 3)))



**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 : GRAYROBINSON, P.A. - ORLANDO  
Account Number : I20010000078  
Phone : (407)843-8880  
Fax Number : (407)244-5690

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

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Celebration Foot & Ankle Institute, P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
15 JAN 22 AM 2:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
15 JAN 22 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H15000018079 3

**ARTICLES OF INCORPORATION  
OF  
CELEBRATION FOOT & ANKLE INSTITUTE, P.A.**

The undersigned, for and on behalf of **CELEBRATION FOOT & ANKLE INSTITUTE, P.A.**, a Florida professional corporation (the "Corporation"), hereby executes and adopts the following Articles of Incorporation of the Corporation:

**ARTICLE I - NAME OF PROFESSIONAL CORPORATION**

The name of the Corporation is: **CELEBRATION FOOT & ANKLE INSTITUTE, P.A.**

**ARTICLE II - ADDRESS**

The principal and mailing address of the Corporation is 1350 Crescent Lake Drive, Windermere, FL 34786.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by and the purpose of the 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 physician 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 the Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of the 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 the Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the 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 the Corporation.

D. To 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 the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

H15000018079 3

H15000018079 3

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 Articles of Incorporation.

#### **ARTICLE V - DURATION**

The Corporation shall exist perpetually.

#### **ARTICLE VI - INCORPORATOR**

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

Duane McRorie, D.P.M.  
1350 Crescent Lake Drive  
Windermere, FL 34786

#### **ARTICLE VII - REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation shall be:

301 East Pine Street, Suite 1400  
Orlando, Florida 32801

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

Lisa A. Specht, Esq.

#### **ARTICLE VIII - DIRECTORS**

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be fewer than one. The name and address of the initial director of the Corporation is:

Duane McRorie, D.P.M.  
1350 Crescent Lake Drive  
Windermere, FL 34786

H15000018079 3

H15000018079 3

**ARTICLE IX - SHAREHOLDERS**

Shares of the 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 Podiatric Medicine under the laws of the State of Florida. No shareholder of the Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X - BYLAWS**

The shareholders and the Board of Directors of the Corporation shall each, acting jointly or separately, have the power to establish, enact, alter or repeal the Corporation's bylaws.

**ARTICLE XI - AMENDMENTS**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of January, 2015.


  
Duane McRorie, D.P.M., Incorporator

H15000018079 3

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

**CELEBRATION FOOT & ANKLE INSTITUTE, P.A.**

The undersigned, having been named as registered agent for the above named professional corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Lisa A. Specht, Esq.

FILED  
15 JAN 22 AM 2:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA