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# **BRADLEY P. HERNDON**

Attorney at Law

Mailing Address:

Bradley P. Herndon, P.A.
Post Office Box 520
Fort Walton Beach, FL 32549-0520
E-Mail: bherndon@bherndonlaw.com

Office Address:

25 Walter Martin Road, Suite 101 Fort Walton Beach, FL 32548 Phone: (850) 226-6601

Fax: (850) 226-7215

February 27, 2015

Florida Department of State Division of Corporations Corporate Filings 2661 W Executive Center Circle Tallahassee, Florida 32301

**VIA FEDEX OVERNIGHT** 

RE: Articles of Incorporation of Brent Chapman M.D., P.A.

In reference to the above-mentioned incorporation, enclosed herewith please find the following:

- 1. Articles of Incorporation of Brent Chapman M.D., P.A.;
- 2. Acknowledgment of Registered Agent; and
- 3. Check in the amount of \$78.75, representing the filing fee, Registered Agent Designation Fee and fee to obtain a certified copy.

Please file the Articles of Incorporation and forward the certified copy of same to me at the mailing address given above.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to contact me.

Singerel

B/ad/Herndon

BPH:Ih Enclosures

I \CHAPMAN\BRENT CHAPMAN M.D., P. A\WORKING FILES\CORRESPONDENCE\DeptState IncorporationLetter 2015-02-27 wpd

#### ARTICLES OF INCORPORATION

#### **OF**

# BRENT CHAPMAN M.D., P.A.

The undersigned subscribed to these Articles of Incorporation, are natural persons competent to contract and legally authorized to practice the profession of medicine, hereby proceeds to form a professional corporation in accordance with the Florida Professional Services Corporation Act, and hereby adopts the following Articles of Incorporation:

# **ARTICLE I - NAME**

The name of this corporation is BRENT CHAPMAN M.D., P.A.

#### **ARTICLE II - PURPOSE**

The purpose of this corporation and the nature of its business are as follows

- 1. To engage in the practice of medicine as a professional service corporation and to provide services incident thereto.
- 2 To own property, enter into contracts and carry on any activity received or incidental to the accomplishment or furtherance of the purpose of this corporation.
- 3 The services of this corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are licensed to render medical services.
- 4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Rules promulgated by the State of Florida or by the provisions of these Articles of Incorporation.

#### **ARTICLE III - CAPITAL STOCK**

The Maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the corporation may be issued to anyone other than an individual who is duly licensed to practice medicine.

#### **ARTICLE IV - DURATION**

The corporation shall have perpetual existence.

## **ARTICLE V - ADDRESS AND AGENT**

The street address of the initial principal office of this corporation is 25 Walter Martin Road, Ste. 101, Fort Walton Beach, Florida 32548, and the name and address of the initial registered agent of the this corporation is Brad Herndon, Bradley P. Herndon, P.A., 25 Walter Martin Road, Ste. 101, Fort Walton Beach, Florida 32548. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

## **ARTICLE VI - DIRECTORS**

The corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the corporation unless the person is duly licensed to practice medicine. The Director shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME ADDRESS

BRENT CHAPMAN, M.D.

25 Walter Martin Road, Ste. 101, Fort Walton Beach, FL 32548

#### **ARTICLE VII - SUBSCRIBER/SHARES**

The name and address of the subscribers, who are the incorporators of this corporation, each of whom is duly licensed to practice medicine are as follows:

NAME SHARES ADDRESS

BRENT CHAPMAN, M.D. 100 25 Walter Martin Road, Ste. 101, Fort Walton Beach, FL 32548

# **ARTICLE VIII - RESTRAINT ON ALIENATION**

No shareholder may sell or transfer his or her shares in the corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law and subject to the terms contained in the By-Laws of said corporation.

#### ARTICLE IX - DISQUALIFICATION

If any officer, shareholder, agent or employee of the corporation who has been rendering professional service to the public for the corporation becomes legally disqualified to render such professional services or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the corporation shall require him or her to comply with the Florida Professional Services Corporation Act.

#### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 27 Hoday of February, 2015.

Brent Chapman, M.D.

STATE OF Houda COUNTY OF Okaloosa

and County set forth above, personally appeared **BRENT CHAPMAN, M.D.**, who is personally known to me or who produced <u>howed</u> as identification, and who did/did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this <u>artical</u> day of February, 2015.

| J. OLESIA HAWKS MY COMMISSION # EE 162163 EXPIRES: April 10, 2016 Bonded Thru Budget Notary Services | _ Olesia Hawker        |
|--|------------------------|
|  | NOTAR∜ PUBLIC          |
|  | My Commission Expires: |

#### **ACKNOWLEDGMENT OF REGISTERED AGENT**

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process May be Served:

In pursuance of Chapter 48.091, Florida, Statutes, the following is submitted in compliance with said Act:

existing under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Brad Herndon, Bradley P. Herndon, P.A., 25 Walter Martin Road, Ste. 101, Fort Walton Beach, Florida 32548, as its agent to accept service of process for the above-named corporation at the place designated in this certificate.

SECOND: Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

BRAD HERNDON Registered Agent

STATE OF FLORIDA COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED before me by **BRAD HERNDON**, who is personally known to me and who did/did not take an oath, this <u>Other</u> day of **February**, **2015**.

| (SEAL)        |                                    |
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| Olkin Puer Co |                                    |
| 1 22          | MY COMMISSION # EE 162163          |
|               | EXPIRES: April 10, 2016            |
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| - Chillera Hawks       |  |
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| NOTARY PUBLIC          |  |
| My Commission Expires: |  |