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DIVISION OF CORPORATE  
15 FEB 12 PM 2:56  
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15 APR 15 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
9249100005103

MD 4/15

**COVER LETTER .**

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Emmanuel Tanglao, M.D., P.C.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Penson Law Firm, P.A. (C. Shivers)

Name (Printed or typed)

2810 Remington Green Circle

Address

Tallahassee, FL 32308

City, State & Zip

850-561-8000

Daytime Telephone number

chs@pendd.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 23, 2015

PENSON LAW FIRM, P.A. (C. SHIVERS)  
2810 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FL 32308

SUBJECT: EMMANUEL TANGLAO, M.D., P.C.  
Ref. Number: W15000010726

We have received your document for EMMANUEL TANGLAO, M.D., P.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carol Mustain  
Regulatory Specialist II

Letter Number: 115A00003057



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 13, 2015

PENSON LAW FIRM, P.A. (C. SHIVERS)  
2810 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FL 32308

SUBJECT: EMMANUEL TANGLAO, M.D.,P.C.  
Ref. Number: W15000010726

We have received your document for EMMANUEL TANGLAO, M.D.,P.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The only acceptable words for designation as a professional association are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carol Mustain  
Regulatory Specialist II

Letter Number: 115A00003057



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 10, 2015

PENSON LAW FIRM, P.A.  
2810 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FL 32308

SUBJECT: EMMANUEL C. TANGLAO, M.D., P.A.  
Ref. Number: W15000024831

We have received your document for EMMANUEL C. TANGLAO, M.D., P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 115A00007117

Penson Law Firm, P.A.

Requester's Name

2810 Remington Green Circle

Address

Tall., FL 32308 561-7000

City/State/Zip

Phone

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Emmanuel C. Tanglao, M.D., P.A.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

5.

(Corporation Name)

(Document #)

6.

(Corporation Name)

(Document #)

7.

(Corporation Name)

(Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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DEPARTMENT OF STATE  
15 APR - 9 PM 3:09

## ARTICLES OF INCORPORATION

OF

EMMANUEL C. TANGLAO, M.D., P.A.

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associated themselves with the intention of forming a professional corporation in accordance with Florida Statutes and adopt the following Articles of Incorporation.

### ARTICLE 1: NAME

The name of this corporation shall

EMMANUEL C. TANGLAO, M.D., P.A.

The principal place of business of this corporation shall be 3178 Barringer Hill Drive, Tallahassee, FL 32311, but it shall have the power to transact business in any other place or places both within and without the State of Florida and throughout the world. The mailing address of the corporation shall be 3178 Barringer Hill Drive, Tallahassee, FL 32311. The annual meeting of the stockholders shall be held at the place designated by the Board of Directors.

### ARTICLE II: NATURE AND PURPOSE

The general nature of the business to be transacted and carried on by this professional service corporation and its objects and purposes are to conduct any and all lawful business consistent with the provisions hereinafter set out or provided and it shall have all the powers conferred by the laws of the State of Florida upon professional service corporations as fully and to the same extent as natural persons might or could do in all parts of the world, namely:

- (a) To engage in the practice of medicine as a professional corporation and to carry on services incident to the practice of medicine. The practice of medicine is the sole and exclusive professional service to be rendered by this corporation.

The professional medical services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly authorized to perform such services in the State of Florida. The corporation may engage and employ paraprofessional and other employees and agents who do not perform the practice of medicine.

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(b) To own real and personal property, mortgages, stocks, bonds or other investments, into contracts and to do such and everything necessary, convenient, suitable or proper for the accomplishment of any of the purpose or for the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for, the protection or for the benefit of this corporation.

The foregoing and following provisions shall be construed as objects in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these Articles of specific powers and objects shall be held to limit or restrict in any manner the powers of this corporation; but this professional service corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either along or in association with other corporations, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise as permitted by Florida law.

### **ARTICLE III: MAXIMUM SHARES**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares with no par value. These shares shall be of a single class of common stock. The Board of Directors may establish and determine various or separate classes or categories of stock which shall be set forth in the by-laws of this corporation.

The consideration to be paid for each share shall be fixed by the Board of Directors.

### **ARTICLE IV: VOTING**

At each meeting of the shareholders of this corporation, the presence in person or by proxy of the holders of a majority in the number of the issues and outstanding shares of stock shall be necessary to constitute a quorum for the transaction of any business. The affirmative vote of a majority represented at the meeting shall be necessary to adopt any resolution, carry any motion, or take any corporate action, including the election of director, which requires the vote of the shareholders. Voting is by number of shares; i.e. one vote per each share. Voting rights may be further defined in the Bylaws of the corporation.

### **ARTICLE V: DURATION**



The effective date of this professional service corporation is October 1, 2014. The corporation shall have perpetual existence, unless sooner voluntarily dissolved according to law.

#### **ARTICLE VI: DIRECTORS**

The number of directors of this corporation shall be at least one (1) to be fixed from time to time by resolution of the stockholders of this corporation at their annual meeting prior to the election of directors. Directors shall be stockholders of the corporation. They shall be elected by a majority of the stockholders present and participating at the annual meetings of the corporation to be held as prescribed by the Bylaws and shall hold office after their election until their respective successors are duly elected and qualified.

The original Bylaws of this corporation shall be made, prepared and adopted by the board of directors of the corporation by a majority vote thereof. Thereafter the said bylaws may be amended by the Board of Directors at any regular meeting of said Board of Directors or at any special meeting for which said meeting is called by a majority of the directors present. The Board of Directors shall also have the power from time to time to direct and determine the use and disposition of any net profit or earned surplus of the corporation (in excess of the capital stock paid in); and the corporation may, by and through its Board of Directors, purchase, sell and trade in the bonds or other obligations of this corporation or in the shares of its capital stock; but if shares of the corporation's capital stock have been purchased and subsequently there is a reduction in the matter provided by law of the corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction and shall not be reissues, except as provided by law.

The Board of Directors shall elect officers of this corporation, who shall consist of the President, who shall be a director, a Secretary, who shall be a director, and such other further officers as may be provided by resolution of the Board of Directors. All officers are required to be a stockholder of the corporation. All officers, unless elected to fill a vacancy, shall hold office after their election until their respective successors are duly elected and qualified, unless it is provided by the bylaws that they shall hold office at the pleasure of the Board of Directors.

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or

are interested in or is a director or officer or are directors or officers of such other corporation and may be a party or parties to or may be interested in any contract or transaction of this corporation or in which the corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firms or corporations shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or associations, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist, from contracting with the corporation for the benefit of himself or the firm or corporation to which he may be otherwise indebted.

Each officer and director of the corporation shall disclose to the Board of Directors his relationship with any person, firm or entity with which this corporation seeks to transact business and each such officer and director shall act in good faith with respect to such transaction.

#### **ARTICLE VII: INDEMNIFICATION**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy limited only by Florida law, and shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

#### **ARTICLE VIII: ADDITIONAL SHARES**

The corporation shall have the power to grant to the stockholders of record at the time of issuance of any additional stock beyond the originally authorized maximum number of One Thousand (1,000) shares hereinbefore provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for the sale at the "started" or fixed value thereof before there shall be an officer to sell new stock to person other than said stockholder. The terms and other details of such offer, including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

sale at the "started" or fixed value thereof before there shall be an officer to sell new stock to person other than said stockholder. The terms and other details of such offer, including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

#### **ARTICLE IX: SALE OF SHARES**

The corporation shall have the power to include in its bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of death of any of its stockholders.

#### **ARTICLE X: INCORPORATORS**

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Emmanuel Tanglao	3178 Barringer Hill Drive Tallahassee, FL 32311
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#### **ARTICLE XI: INITIAL DIRECTORS**

The name and post office address of the Directors who shall serve as the first Directors of the Board of Directors of the corporation who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Emmanuel Tanglao	3178 Barringer Hill Drive Tallahassee, FL 32311
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#### **ARTICLE XII: REGISTERED AGENT**

Albert C. Penson, Esquire is designated as the corporation's agent to accept service of process within Florida at 2810 Remington Green Circle, Tallahassee, FL 32308. The street address of the initial registered agent for this corporation shall be 2810 Remington Green Circle, Tallahassee, Florida 32308, and the registered agent at such address is Albert C. Penson, Esquire.

IN WITNESS WHEREOF, I, the undersigned subscriber, above-named as the incorporator of EMMANUEL C. TANGLAO, M.D., P.A. have hereunto set my hand and seal this 8th day of April, 2015.

  
EMMANUEL TANGLAO

APPROVED  
FILED

15 APR 15 PM 3:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

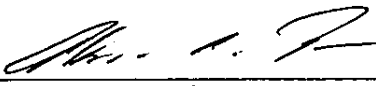
[The remainder of this page intentionally left blank.]

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me by EMMANUEL TANGLAO, who is personally known to me and is known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of April, 2015.



  
Print Name: ALBERT C. PENSON  
Notary Public  
My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC  
STATE OF FLORIDA

15 APR 15 PM 3:20

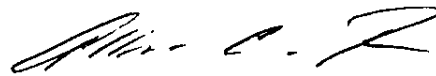
APPROVED  
FILED

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

The undersigned, ALBERT C. PENSON, having been designated as Agent for the service of process with the State of Florida, upon EMMANUEL C. TANGLAO, M.D., P.A., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such agent for the above-named corporation.

IN WITNESS WHEREOF, the name of said registered agent is hereunto affixed at Tallahassee, Leon County, Florida, this 8<sup>th</sup> day of April, 2015.



ALBERT C. PENSON

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 APR 15 PM 3:20

APPROVED  
AND  
FILED