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(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

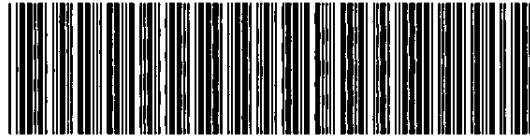
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Lynn

T. Buron OCT 20 2015

Vivian Arenas-Battles
David M. Caldevilla
Edward P. de la Parte, Jr.
Richard A. Gilbert
Daniel J. McBreen

de la Parte & Gilbert, P.A.

ATTORNEYS AT LAW



Patrick J. McNamara
Kristin Y. Melton
Eric D. Nowak
Nicolas Q. Porter

Louis A. de la Parte, Jr.
Founder (1929-2008)

September 14, 2015

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Truly Health Care, P.A.

Dear Sir or Madam:

I enclose for filing are the original Articles of Incorporation of Truly Health Care, P.A. along with Check No. 1201 in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles.

Thank you in advance for your time and cooperation. Please do not hesitate to call us if you have any questions.

Sincerely,

de la PARTE & GILBERT, P.A.

Rinda Sanchez, Paralegal for

Patrick J. McNamara
(Signed in his absence to avoid delay in mailing)

PJM/lcs
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 24, 2015

DE LA PARTE & GILBERT P.A.
ATTN: PATRICK J. MCNAMARA
PO BOX 2350
TAMPA, FL 33601-2350

SUBJECT: TRULY HEALTH CARE, P.A.
Ref. Number: W15000063712

We have received your document for TRULY HEALTH CARE, P.A. 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

The specific business purpose of the professional association must be stated in the document.

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.

Tim Burch
Regulatory Specialist II

Letter Number: 315A00020172

**AFFIDAVIT RELEASING THE NAME TRULY HEALTH CARE
FOR USE TO ANOTHER ENTITY**

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, KEITH SINGER, who,
after being first duly sworn according to law deposes and says as follows:

1. I am over 18 years of age and am otherwise competent to testify.
2. I am a Manager-Member of Truly Health Care, LLC, Corporate No. L12000091919,
last located at 5028 Sylvan Oaks Drive, Valrico, FL 33596.
3. Truly Health Care, LLC has no intention of reinstating its registration with the State
of Florida.
4. Truly Health Care, LLC hereby releases its name for use to Truly Health Care, P.A.

I certify under penalty of perjury that the foregoing statements are true to the best of my
knowledge and belief.

Further Affiant sayeth naught.

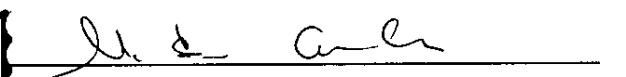

KEITH SINGER, Affiant

10-8-15
Date

STATE OF FLORIDA
COUNTY OF Hillsborough

Subscribed and sworn to before me by KEITH SINGER this 8 day of October
2015. KEITH SINGER ☐ is personally known to me or ☒ produced
2015 FL DL as identification. S 526-501-52-175-6




NOTARY PUBLIC
Print name: Marie-An Coriolan

My commission expires: August 17, 2019

**ARTICLES OF INCORPORATION
OF
TRULY HEALTH CARE, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Articles of Incorporation, for the purpose of forming a professional association under the Florida Professional Service Corporations and Limited Liability Companies Law, Chapter 621, Florida Statutes, and the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I
Name

The name of the professional association is "Truly Health Care, P.A.," hereinafter referred to as the "Corporation."

ARTICLE II
Corporate Purposes, Powers, and Rights

The nature of the business to be conducted or promoted is to engage in the practice of medicine. The purpose of the Corporation is any lawful act or activity for which a professional service corporation may be organized under the Professional Service Corporation and Limited Liability Company Act, and is permitted to conduct under other applicable law.

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act and other applicable law.

ARTICLE III
Term of Existence and Fiscal Year

The Corporation shall begin existence on the date of filing of these articles with the Florida Department of State and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 of each year.

ARTICLE IV
Authorized Shares

The Corporation is authorized to issue one hundred (100) shares of Common Stock, par value \$0.01 per share. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation, each share of Common Stock shall be entitled to one vote per share. Dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation.

ARTICLE V
Shareholders' Rights

- (a) Each share of stock in the Corporation shall entitle the holder thereof to one vote at any meeting of the Corporation's shareholders.
- (b) No holder of any class of stock of the Corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the Corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation in the State of Florida is 101 E. Kennedy Blvd., Suite 2000, Tampa, FL 33602, and the initial registered agent of the Corporation at that address shall be Patrick J. McNamara, all of which is subject to change from time to time as permitted by law.

ARTICLE VII
Principal Place of Business

The street address of the initial principal place of business is 5028 Sylvan Oaks Drive, Valrico, FL 33596.

ARTICLE VIII

Directors

The Corporation shall initially have one (1) sole Director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the Corporation shall always have at least one director. The shareholders of the Corporation may remove any director from office at any time with or without cause.

The following individual shall serve as the initial sole Director and shall serve until his successor is appointed:

Keith Singer, M.D.
5028 Sylvan Oaks Drive
Valrico, FL 33596

ARTICLE IX

Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Sole Director shall initially serve in all of these positions unless at any time the Board of Directors elects to appoint other(s) to serve.

ARTICLE X

Names and Mailing Addresses of Subscribers

The names and post office addresses of the subscriber to the capital stock of the Corporation and the number of shares he agrees to take are:

<u>Name and Mailing Address</u>	<u>Number of Shares</u>
Keith Singer, M.D. 5028 Sylvan Oaks Drive Valrico, FL 33596	100

ARTICLE XI

Bylaws

- (a) The power to adopt bylaws for the Corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the Corporation.
- (b) The bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or the requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of law of the state of Florida or of the United States.

ARTICLE XII
Amendment to the Articles of Incorporation

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XIII
Incorporator

The name and mailing address of the incorporator to the Corporation is:

Keith Singer, M.D.
5028 Sylvan Oaks Drive
Valrico, FL 33596

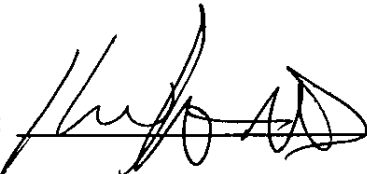
ARTICLE XIV
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or director, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of October, 2015.

Truly Health Care, P.A.

a Florida Professional Association

By:  _____

Keith Singer, M.D.
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.



Patrick J. McNamara
Registered Agent

10-16-15

Date

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TALLAHASSEE, FLORIDA