

**P17000064909**

## Florida Department of State

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## FLORIDA PROFIT/NON PROFIT CORPORATION

~~TOVA, P.A.~~ TOVCO, P.A.

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August 2, 2017

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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DANIEL L O'KEEFE  
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P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF  
TOVCO, P.A.

The undersigned incorporator to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I: NAME

The name of the professional service corporation is Tovco, P.A.

ARTICLE II: PRINCIPAL OFFICE

The street address of the principal office and mailing address of this professional service corporation is 2405 Forest Club Drive, Orlando, Florida 32804.

ARTICLE III: PURPOSE

The professional service corporation is formed to: engage in the practice of medicine as a professional association, to own and operate a medical practice for the purpose of providing medical care and treatment to the public, to own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of professional medical services and to do every other act incidental to the corporate purpose herein which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

ARTICLE IV: TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V: AUTHORIZED SHARES

The maximum number of shares this professional service corporation is authorized to issue is 1 share, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

#### ARTICLE VI: REGISTERED AGENT AND OFFICE

The initial street address of this professional service corporation's registered office is 2405 Forest Club Drive, Orlando, Florida 32804. The initial registered agent for the professional service corporation at that address is Thomas N. Cooper, M.D.

#### ARTICLE VII: INCORPORATORS

The name and street addresses of the person signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Thomas N. Cooper, M.D.	2405 Forest Club Drive Orlando, FL 32805

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS/OFFICERS

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the professional service corporation's bylaws, but shall never be less than one. The name and address of the person who will serve on the initial board of directors and who shall also act as President, Vice President, Secretary and Treasurer of the professional services corporation is:

<u>Name/Title</u>	<u>Address</u>
Thomas N. Cooper, M.D.	2405 Forest Club Drive Orlando, FL 32805

(Director, President, Vice President, Secretary and Treasurer)

#### ARTICLE VIX: INDEMNIFICATION

The professional service corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE X: RESTRAINT ON ALIENATION OF SHARES

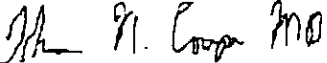
The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional

corporation may sell or transfer stock in the professional service corporation unless such sale or transfer has been approved at a shareholder meeting especially called for that purpose.

#### XI: AMENDMENT

The professional service corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on August 2, 2017.

  
\_\_\_\_\_  
Thomas N. Cooper, M.D.

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tovco, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

  
\_\_\_\_\_  
Thomas N. Cooper, M.D.

Date: August 2, 2017

17:00 - 3:00 PM

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