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FLORIDA PROFIT/NON PROFIT CORPORATION

Williams Institute of Orthopedics, P.A.

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**ARTICLES OF INCORPORATION
OF
WILLIAMS INSTITUTE OF ORTHOPEDICS, P.A.
A FLORIDA CORPORATION**

Florida Division of Corporations
2415 N. Monroe Street, Ste 810
Tallahassee, Florida 32303

The undersigned Incorporator desires to form a corporation under the laws of the State of Florida by delivering to the State of Florida these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act (Act).

**ARTICLE ONE
NAME**

The name of the Corporation is Williams Institute of Orthopedics, P.A.

**ARTICLE TWO
REGISTERED AGENT**

Section 2.01 Registered Agent and Registered Office

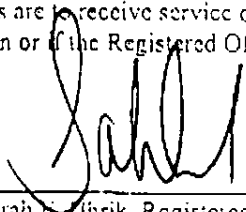
The Corporation's initial Registered Office address in the State of Florida is: 1028 Lake Sumter Landing, The Villages, FL 32162.

The name of the Corporation's initial Registered Agent at that office is Sarah E. Uhrlik.

Section 2.02 Registered Agent Consent

I, Sarah E. Uhrlik, a natural person and resident of Florida, accept the appointment as Registered Agent of Williams Institute of Orthopedics, P.A., a Florida Corporation. Process, notices, and demands may be served upon me at the Registered Office address stated above. I understand that as Registered Agent, my responsibilities are to receive service of process, to forward mail, and to immediately notify the Florida if I resign or if the Registered Office address changes.

Dated: May 10th, 2024.



Sarah E. Uhrlik, Registered Agent

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ARTICLE THREE STOCK

The total number of shares of stock that the Corporation has authority to issue will be 1000 shares of Common Stock of the par value of \$1 per share, all of one class.

ARTICLE FOUR STOCK TRANSFER RESTRICTIONS

Except as otherwise provided in the Bylaws or in a separate agreement among the Shareholders, no Shareholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

ARTICLE FIVE PREEMPTIVE SHAREHOLDER RIGHTS

The preemptive right of a Shareholder to acquire additional shares is affirmed.

ARTICLE SIX INCORPORATOR

The name and residence of the Incorporator is as follows.

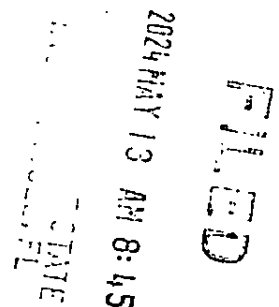
| | |
|---------------------------|--|
| Name: | Address: |
| John Thomas Williams, Jr. | 13696 US Hwy 441 Lady Lake, Florida 32159 |

ARTICLE SEVEN PRINCIPAL OFFICE ADDRESS

The place in this state where the principal office of the corporation is to be located is:

13696 US Hwy 441

Lady Lake, Florida 32159



ARTICLE EIGHT BOARD OF DIRECTORS

The Board of Directors will have one Director

The name of the Director is:

John Thomas Williams, Jr.,

Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of Shareholders, at which time the Shareholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

ARTICLE NINE LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS

Even after due authorization, approval, or advice of an action by the Board of Directors as required by law, all of the following corporate actions also require approval by the Shareholders by a unanimous vote of the votes entitled to be cast to be effective and valid:

- (a) Issuing shares of stock of any class now or later authorized, or any securities exchangeable for, or convertible into such shares, warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares.
- (b) Redeeming shares of its own stock, or purchasing or otherwise acquiring its own shares.
- (c) Making any loans or advances other than to employees and suppliers in the ordinary course of business.
- (d) Amending the Corporation's Bylaws.
- (e) Amending these Articles of Incorporation.

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ARTICLE TEN DURATION

The Corporation's duration is perpetual.

ARTICLE ELEVEN PURPOSES

The Corporation is formed to engage in any lawful business permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

ARTICLE TWELVE RELEASE FROM PERSONAL LIABILITY

A Director will not be personally liable to the Corporation or its Shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;
- any distribution for which a Director votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

ARTICLE THIRTEEN INDEMNIFICATION

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the Shareholders, individually or collectively;

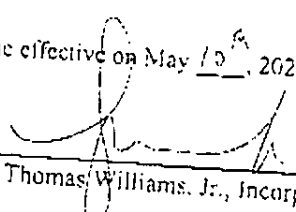
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any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
an intentional violation of criminal law.

These Articles of Incorporation will become effective on May 13th, 2024.


John Thomas Williams, Jr., Incorporator

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