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Michelle T. Morley

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January 6, 1995

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

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Re: Mid Florida Physician's Assistants, P.A.

Dear Sir or Madame:

Enclosed please find an original and one copy of the articles of incorporation for the above professional association, the Acceptance of Appointment by Registered Agent and a check in the amount of \$122.50.

Thank you for your assistance.

Very truly yours,

Michelle Morley

Michelle Morley

Enclosures

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Articles of Incorporation
of
Mid Florida Physician's Assistants, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned natural person, of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 621, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be *Mid Florida Physician's Assistants, P.A.*

ARTICLE II

Purposes

The professional association may engage in any or all lawful business generally related to medical services, for which professional associations may be incorporated under Chapter 621, Florida Statutes.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 100 shares of common stock, each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators and Directors

The name and address of the Subscriber and Incorporator is *Kenneth M. James II*, Route 1, Box 54-T, Oxford, Florida. The name and address of the Director is:

Kenneth M. James, II, P.O. Box 444, Oxford, Florida 34484

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the professional association shall be managed initially by a board of two directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director.

B. The entire Board of Directors may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of a quorum of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

D. Members of the Board of Directors or of an Executive Committee shall be deemed present at a meeting if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE VIII

Operating Agreement

Two or more of the shareholders of this professional association entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the professional association and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this professional association. The Board of Directors may require, by resolution or by bylaw, that the existence of such

agreement be noted on the certificates of stock of the professional association which are subject to such agreement.

ARTICLE IX

Effective Date

The date of corporate (professional association) existence shall begin shall be upon filing of the Articles of Incorporation, pursuant to Florida Statute 607.167.

ARTICLE X

Registered Office and Registered Agent

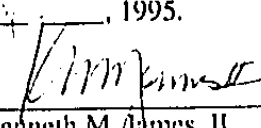
The address of the initial registered office of this corporation is 418 West Alfred Street, Suite 6, Tavares, Florida 32778. The name of the Registered Agent of this corporation is *Michelle T. Morley* at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this June 14, 1995.


Kenneth M. James, II

STATE OF
COUNTY OF

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, *Kenneth M. James II*, who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of *Mid Florida Physician's Assistants, P.A.* as the original subscriber to said professional association, for the purposes therein expressed.

WITNESS my hand and official seal at Tavares, County of Volusia, State of Florida, this June 14, 1995.

Notary Public
My Comm. Exp.:



Acceptance of Appointment by Registered Agent of Mid Florida Physician's Assistants, P.A.

I, *Michelle T. Morley*, whose business address is 418 West Alfred Street, Suite 5, Tavares, Florida 32778, and whose mailing address is the same, hereby accept appointment as Registered Agent of *Mid Florida Physician's Assistants, P.A.*

I hereby certify that I am familiar with, and accept, the obligations provided in Florida Statute 607.325.


Michelle T. Morley

The principal place of business of *Mid Florida Physician's Assistants, P.A.* will be located in Oxford, Sumter County, Florida and the mailing address is P.O. Box 444, Oxford, Florida 34484.

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