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1-27-95 2:52PM

CARLTON FIELDS - DIV OF CORPORATIONS: 1/0

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS OF ST. PETERSBURG

DEPARTMENT OF STATE

1 PROGRESS PLAZA, BARNETT TOWER

STATE OF FLORIDA

SUITE 2300

409 EAST GAINES STREET

ST. PETERSBURG FL 33701-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THOMAS G. BRUNO, M.D., P.A.

FAX AUDIT NUMBER: H95000001145

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**ARTICLES OF INCORPORATION**  
**OF**  
**THOMAS G. BRUNO, M.D., P.A.**

The undersigned, who is duly licensed to practice medicine in the State of Florida, does hereby present these Articles for the formation of a corporation under The Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the Corporation shall be THOMAS G. BRUNO, M.D., P.A.

**ARTICLE II - PURPOSES AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in all aspects of the practice of medicine.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

Prepared by: David R. Punzak, FL Bar # 473170,  
Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A.  
200 Central Avenue, Suite 2300  
St. Petersburg, FL 33701  
(813) 821-7000  
(813) 822-3768 (Fax)

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CORPORATION

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#### ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having \$0.01 per share par value. None of the shares of the Corporation shall be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida.

#### ARTICLE V - VOTING TRUSTS

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE VI - RESTRAINT ON ALIENATION OF SHARES

No shareholder of the Corporation shall sell or transfer his shares of the Corporation except to another individual who is eligible to be a shareholder of the Corporation, according to Article IV.

#### ARTICLE VII - DISQUALIFICATION OF SHAREHOLDER

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his or her continued rendering of such professional services, he or she shall sever all employment and financial interest in the Corporation forthwith.

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#### ARTICLE VIII - BOARD OF DIRECTORS

A. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

B. The Directors shall be elected by the shareholders of the Corporation at such times and in such manner as provided by the Bylaws of the Corporation.

C. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one.

D. Except as limited by the Articles of Incorporation or the Bylaws of the Corporation, the Directors shall have all powers granted to them by Florida law.

E. The Initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

Name	Address
THOMAS G. BRUNO, M.D.	625 Regatta Road Naples, Florida 33940

#### ARTICLE IX - BYLAWS

A. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

C. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the

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shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### ARTICLE X - AMENDMENTS

A. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

B. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

1. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment. The Board of Directors may condition its submission of the proposed amendment on any basis.

2. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

a. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shareholders entitled to vote thereon (or such greater or lesser number as may be required by law); or

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b. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

C. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B. 1 or 2 above.

D. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

#### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

#### ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

Name	Address
THOMAS G. BRUNO	625 Regatta Road Naples, Florida 33940

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#### ARTICLE XIII - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 10460 Roosevelt Boulevard, Box 140, St. Petersburg, Florida 33716.

#### ARTICLE XIV - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 625 Regatta Road, Naples, Florida 33940.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be THOMAS G. BRUNO.

#### ARTICLE XV - ELECTIONS REGARDING

#### CERTAIN PROVISIONS OF THE FLORIDA STATUTES

A. Pursuant to Section 607.0901 of the Florida Statutes, made applicable to Professional Service Corporations by Section 621.13 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two-thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholders. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

B. Pursuant to Section 607.0902 of the Florida Statutes, made applicable to Professional Service Corporations by Section 621.13 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation, before a control-share

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acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 26 day of JAN, 1995.

  
THOMAS G. BRUNO, Incorporator



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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

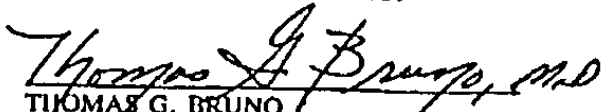
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: THOMAS G. BRUNO, M.D., P.A.
2. The name and address of the registered agent and office is:  
THOMAS G. BRUNO  
625 Regatta Road  
Naples, Florida 33940

  
THOMAS G. BRUNO, Incorporator

Dated this 26 day of JAN, 1995.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
THOMAS G. BRUNO

Dated this 26 day of JAN, 1995.

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H96000016955 2 PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P95000007478

1 Corporation Name

THOMAS G. BRUNO, M.D., P.A.

Principal Place of Business

10460 Roosevelt Blvd.  
St. Petersburg, FL 33716

Mailing Address

P.O. Box 140  
St. Petersburg, FL 33716

If above addresses are incorrect in any way, line through incorrect information and enter a correction below.

2. New Principal Office Address, If Applicable  
800 Goodlette Road

State, Apt. #, etc.

N/A

3. New Mailing Address, If Applicable  
Post Office Box 11838

State, Apt. #, etc.

N/A

City & State  
Naples, Florida

Zip  
34102

Country  
USA

City & State  
Naples, Florida

Zip

34101-1838

Country  
USA

4. Date Incorporated or Qualified  
To Do Business in Florida  
1/27/95

5. FID Number  
59-3290897

Applied For

Not Applicable

CERTIFICATE OF STATUS DESIRED ☐

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D/P/ S	Thomas G. Bruno	800 Goodlette Road	Naples, Florida 34102

8. Name and Address of Current Registered Agent

Thomas G. Bruno  
625 Regatta Road  
Naples, FL 33940

9. Name and Address of New Registered Agent

Name  
Thomas G. Bruno  
Street Address (P.O. Box Number is Not Acceptable)  
800 Goodlette Road  
State, Apt. #, etc.  
N/A  
City  
Naples,  
State  
FL  
Zip Code  
34102

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 807.0306, F.S.

Signature of  
Registered Agent

*Thomas G. Bruno, M.D.*  
REGISTERED AGENT MUST SIGN

Date 11/21/96

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information  
on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 807 or 817, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 807.0401 or 817.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

*Thomas G. Bruno*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

11/21/96

Daytime Phone #

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12/03/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CARLTON, FIELDS OF ST. PETERSBURG

ACCT#: 075364003002

CONTACT: ANNE V ELLIS

PHONE: (813)821-7000

FAX #: (813)822-3768

NAME: THOMAS G. BRUNO, M.D., P.A.

AUDIT NUMBER.....H96000016955

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