

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-223-9171
904-222-0393 FAX

CSC networks

800-342-8086

P95000018938

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 556933 80864A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 8, 1995

ORDER TIME : 1:27 PM

ORDER NO. : 556933

CUSTOMER NO: 80864A

CUSTOMER: Candy Thomas, Legal Asst
LEFTER, CUSHMAN & WILKINSON,
P.A.
Suite 201
696 First Avenue North
St. Petersburg, FL 33701

DOMESTIC FILING

P95000018938

NAME: ST. PETE BEACH EMERGENCY
PHYSICIANS, P.A.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

EFFECTIVE DATE
3-7-95

Tim
3-8-95
C1

FILED
95 MAR-8 PM 3:05
TALLAHASSEE, FL

RECORDED 11-11-95
SERIALIZED 11-11-95

RECEIVED
SERIAL 11-11-95
JAN 11 1995

EFFECTIVE DATE
3-7-95

FILED

95 MAR -8 3:05

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TALL

ARTICLES OF INCORPORATION

OF

ST. PETE BEACH EMERGENCY PHYSICIANS, P.A.

The undersigned, hereby acting as incorporator for the purpose of forming a professional service corporation for profit, by virtue of the provisions of Chapters 607 and 621, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME

The name of this Corporation is: ST. PETE BEACH EMERGENCY PHYSICIANS, P.A.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of March 7, 1995.

ARTICLE 3: PURPOSE

This Corporation is organized for the following purposes:

- (a) To engage in every aspect of the practice of medicine and all of its fields of specialization as are engaged in by physicians in this state.
- (b) To engage and render the professional service involved only through its officers, agents, and employees who are physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional services of this Corporation.
- (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- (d) To own real and personal property necessary for the rendering of professional services hereby authorized.
- (e) To engage in no other business other than rendering of the professional services herein specified.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of \$1 par value common stock. Shares of the Corporation's stock and certificates therefor shall be issued only to physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE 5: INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the initial principal office is 2900 Alton Drive, St. Pete Beach, Florida 33706.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701, and the name of the initial registered agent of this Corporation at that address is G. Barry Wilkinson.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation are:

NAME

ADDRESS

DONALD C. THOMAS, III

2900 Alton Drive
St. Pete Beach, FL 33706

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles are:

NAME

ADDRESS

G. BARRY WILKINSON

696 First Avenue North, Suite 201
St. Petersburg, FL 33701

ARTICLE 9: AMENDMENT

(a) This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

(b) In the event the ownership of shares of this Corporation shall be in any person, trust, corporation, estate or partnership who is not qualified to own such shares under the provisions of Chapter 621, Florida Statutes, and there has been no voluntary transfer of stock, the Board of Directors and Shareholders shall have the power to amend these Articles of Incorporation to effect a change in the nature and purpose of the business authorized by these Articles of Incorporation, so that this Corporation shall have the power to conduct any business authorized by Chapter 607, Florida Statutes. If there is a vacancy on the Board of Directors at or after the occurrence of the event referred to in this subparagraph, that vacancy shall be filled by the remaining Board of Directors until this amendment is complete and effective, or until such ownership of shares no longer exists. No shareholder shall be ineligible to vote on any such amendment merely because he is an ineligible shareholder under Chapter 621, Florida Statutes, but he shall have no other voting right.

ARTICLE 10: SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional medical services to the public becomes legally disqualified to render such professional services within this state, or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article 9(b) dealing with Amendments. Should any amendment be effected which changes the nature and purpose of this Corporation so that the restrictions of Chapter 621, Florida Statutes do not apply, then the restriction of this Article shall not thereafter apply; provided, however, that until such amendment is effected, such person shall render no professional services, shall hold no office, shall not serve on the Board of Directors of this Corporation, and shall have no financial interest in this Corporation, except to receive payment for any stock owned and any other amounts that are lawfully due and owing by the Corporation.

ARTICLE 11: RIGHTS OF SHAREHOLDER WHOSE INTEREST TERMINATES UNDER ARTICLE 9

If any shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article 10, or the application of Chapter 621, Florida Statutes, and should these articles not be amended as provided in Article 9(b), the

financial interest of such shareholder shall terminate immediately and automatically, except to receive payment for such stock in this Corporation as may be owned by him; and any other amounts that are lawfully due and owing to him by the Corporation; and such shares of stock shall not be entitled to dividends or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized as set forth in the Bylaws or Shareholders' Agreement if any, and if not, by mutual agreement, or if no such agreement can be reached, by arbitration.

ARTICLE 12: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 13: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which it is offered to others.

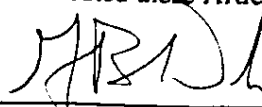
ARTICLE 14: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, for any claims, judgments or awards arising from matters pertaining to this Corporation to the full extent permitted by law.

ARTICLE 15: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of March, 1995.



G. BARRY WILKINSON
Incorporator

Articles of Incorporation
St. Pete Beach Emergency Physicians, P.A.
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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th day of March, 1995,
by G. BARRY WILKINSON, who is personally known to me or who has produced
PERSONALLY KNOWN as identification.

Candace L. Thomas

NOTARY PUBLIC -

STATE OF FLORIDA AT LARGE

CANDACE L. THOMAS

Printed Name of Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

DATED: MARCH 7th, 1995

G. Barry Wilkinson

G. BARRY WILKINSON
Registered Agent