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REFERENCE : 608994 123157A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 2, 1995

ORDER TIME : 10:31 AM

ORDER NO. : 608994

CUSTOMER NO: 123157A

CUSTOMER: Charles F. Arnold, Esq  
ARNOLD & BURGUIERES, P.A.

621 6th Avenue South

St. Petersburg, FL 33701

400000151-15157A  
-06/02/95-01000-051  
\*\*\*\*1.250 \*\*\*\*1.250

DOMESTIC FILING

NAME: JANE ARNOLD M.D., P.A.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

JUN - 7 1995

FILED  
95 JUN -6 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~W95 11154~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 6, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: JANE ARNOLD M.D., P.A.  
Ref. Number: W95000011454

We have received your document for JANE ARNOLD M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 995A00027728

**ARTICLES OF INCORPORATION**  
**OF**  
**JANE ARNOLD M.D., P.A**

FILED  
95 JUN -6 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice medicine in the State of Florida, for the purpose of forming a Professional Service Corporation under the laws of the State of Florida in accordance with Chapter 607 and 621 Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is JANE ARNOLD M.D., P.A.

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose for which the corporation is organized is to engage in and practice the profession of medicine under the laws of the State of Florida under the Florida Professional Service Corporation Act and further engage in all business matters necessary and proper in connection with such practice.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred Shares (7,500.00) all of which shall be of a single class of voting common shares having a par value of One Dollars (\$1.00) per share.

## ARTICLE V

### PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a pro-rata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

## ARTICLE VI

### TRANSFER RESTRICTIONS

No share of stock of this Corporation shall be issued or transferred to any person whom is not a physician duly licensed to practice medicine under the Laws of the State of Florida. Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding

voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholder, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation which copy of said Articles may be obtained from the corporation's office."

## ARTICLES VII

### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 621 6th Avenue South.

St. Petersburg, Florida 33701, and the name of the initial Registered Agent of the corporation is Charles F. Arnold, Esq., located at the same street address which shall be the principal place of business of the corporation.

#### ARTICLE VIII

##### DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The corporation shall have (one (1)) Directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial Directors initially selected are as follows:

<u>Name</u>	<u>Address</u>
JANE F. ARNOLD M.D.	621 Sixth Avenue South St. Petersburg, FL 33701

#### ARTICLE IX

##### INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jane F. Arnold M.D.	621 Sixth Avenue South St. Petersburg, Florida 33701

#### ARTICLE X

##### BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the shareholders.

**ARTICLE XI**  
**PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents whom are duly licensed and or otherwise legally authorized to practice medicine within the State of Florida. Professional Services shall be rendered in case by the officer, employee, or agent designated solely by this corporation, acting through its duly elected officers and no employee, officer or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is designated to the patient. This provision shall not be applicable to the extent to which it is in conflict with law or the professional rules governing the practice of Medicine within the State of Florida.

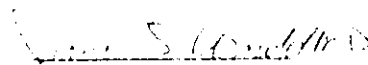
**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XIII**  
**INDEMNIFICATION**

This corporation shall indemnify any officer, director, agent or employee and any former officer, director, agent or employee to the fullest extent permitted by law, including but not limited to indemnification for counsel fees.

IN WITNESS WHEREOF, the undersigned has subscribed her hand this   1   day of June, 1995.

  
\_\_\_\_\_  
Jane F. Arnold M.D.  
President

Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas

June F. Arnold BEFORE ME, the undersigned authority, personally appeared at the time of notarization, who did take an oath and who is personally known to me, or who produced a Florida Driver's License as identification, executed the foregoing for the purposes therein contained.

WITNESS my hand and official seal in said County and State the 6<sup>th</sup> day of June, 1995.

10 DE ALBA 444 51 800 0



PAULA E. POWELL  
COMMISSION # CC 303923  
EXPIRES AUG 1, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

Paula E. Powell  
Notary Public, State of Florida

Paula E. Powell  
(Printed name)

My Commission Expires: 08/01/97

(SEAL)

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place specified in Paragraph VII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office

Charles F. Arnold  
Charles F. Arnold, Esq.