

P95000057975

Belinda T. France, Esq.

(Requestor's Name)

703 E. Tennessee Street

(Address)

Tallahassee, FL 32308 (904) 224-1040

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED  
JUL 21 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

900001547219  
-07/27/95--01027--002  
\*\*\*122.50 \*\*\*122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Agbunag & Hidalgo, P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN JUL 27 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
AGBUNAG & HIDALGO, P.A.

FILED  
95 JUL 27 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract and legally authorized to practice medicine in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is AGBUNAG & HIDALGO, P.A., 1541 Medical Drive, Suite 230, Tallahassee, FL 32308.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

- A. To engage in the practice of medicine as a professional service corporation and to provide services incident thereto.
- B. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
- C. The services of this corporation which consist of the practice of medicine shall be carried out only through officers, employees and agents who are active members of AGBUNAG & HIDALGO, P.A. in good standing and licensed in Florida to render the service of medicine.
- D. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Ethical Rules of the Medical Societies or by the provisions of these Articles of Incorporation.
- E. The corporation shall render those professional services customarily performed by registered physicians and psychiatrists, and such services as may be ancillary thereto, and may own real and personal property necessary or appropriate for rendering the said professional services, and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments, all in accordance with the provisions of F.S. Chapter 621, as the same may from time to time be amended.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 having no par value. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida and is an active member in good standing.

### ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

### ARTICLE V. ADDRESS AND AGENT

The street address of the initial registered office of the Corporation is:

703 E. Tennessee St.  
Tallahassee, FL 32308

The name of the initial registered agent is:

BELINDA TAKACH FRANCE, ESQ.

The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

### ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

#### NAME

DR. MELODY AGBUNAG

DR. EDITH HIDALGO

#### ADDRESS

1541 Medical Drive, Suite 230  
Tallahassee, FL 32308

1541 Medical Drive, Suite 230  
Tallahassee, FL 32308

#### ARTICLE VII. SUBSCRIBERS

The names and address of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine, are as follows:

##### NAME

##### ADDRESS

DR. MELODY AGBUNAG

1541 Medical Drive, Suite 230  
Tallahassee, FL 32308

DR. EDITH HIDALGO

1541 Medical Drive, Suite 230  
Tallahassee, FL 32308

#### ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer the shareholder's respective shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

#### ARTICLE IX. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

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

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. The right may also be waived by a written waiver signed by the Shareholder.

### ARTICLE X. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

### ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of July, 1995.

  
DR. MELODY AGBUNAG

  
DR. EDITH HIDALGO

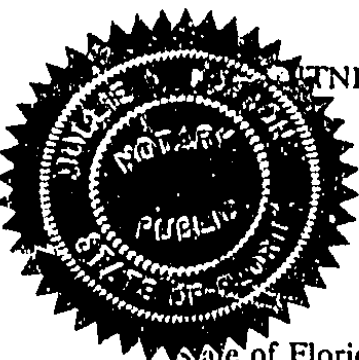
State of Florida    }  
County of Leon    }

I hereby certify that on this day, before me, an officer duly authorized in the aforesaid State and County, to take acknowledgements, personally appeared DR. MELODY AGBUNAG, who:

(Select one of the following):

- ☒ produced a Florida Drivers License as identification;  
☐ produced \_\_\_\_\_ as identification; or  
☐ is personally known to me;

who executed the foregoing instrument, who acknowledged before me executing the same and did not take an oath.



WITNESS my hand and office seal this 17th day of July, 1995, Leon County, Florida.

Mollie M. Dodson

Print: MOLLIE M. DODSON  
Notary Public  
Commission Expiration Date  
My Commission # is:



MOLLIE M. DODSON  
MY COMMISSION # CC307042 EXPIRES  
August 9, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

State of Florida }  
County of Leon }

I hereby certify that on this day, before me, an officer duly authorized in the aforesaid State and County, to take acknowledgements, personally appeared DR. EDITH HIDALGO, who:

[Select one of the following]

- ☒ produced a Florida Drivers License as identification;
- ☐ produced \_\_\_\_\_ as identification; or
- ☐ is personally known to me;

who executed the foregoing instrument, who acknowledged before me executing the same and did not take an oath.

WITNESS my hand and office seal this 17th day of July, 1995, Leon County, Florida.



Mollie M. Dodson

Print: MOLLIE M. DODSON  
Notary Public  
Commission Expiration Date  
My Commission # is:



MOLLIE M. DODSON  
MY COMMISSION # CC307042 EXPIRES  
August 9, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Edith Hidalgo  
Registered Agent

FILED  
95 JUL 27 11:10:31  
SECRETARY OF STATE  
ALBANY, N.Y.