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812122 DIV OF CORPORATIONS

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DEPARTMENT OF STATE 1625 W MARION AVE  
STATE OF FLORIDA SUITE 2  
409 EAST GAINES STREET PUNTA GORDA FL 33950-5295  
TALLAHASSEE, FL 32399 CONTACT: JAMES E MOORE III  
FAX: (904) 922-4000 PHONE: (813) 637-1955  
FAX: (813) 637-8485  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: W. MARK MAHONEY, M.D., P.A.  
FAX AUDIT NUMBER: H95000009404 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/24/1995 TIME REQUESTED: 15:32:59  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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**ARTICLES OF INCORPORATION  
OF  
W. MARK MAHONEY, M. D., P. A.**

The undersigned incorporators, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

**ARTICLE I  
NAME**

The name of the corporation is W. MARK MAHONEY, M.D., P.A.

**ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 2500 Harbor Blvd, Port Charlotte, Florida 33952. The name of the initial registered agent of the corporation, located at that office, is W. Mark Mahoney.

**ARTICLE III  
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV  
PURPOSE**

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional corporation.
- b. To promote medical, surgical, and scientific research and knowledge; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
- c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

James E. Moore, III  
Attorney at Law  
1625 W. Mairon Avenue  
Suite 2  
Punta Gorda, FL 33950  
(941) 637-1955  
Fla Bar No. 115634

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The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

#### **ARTICLE V CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is one thousand (1,000) shares. These shares shall be of a single class of common stock, and shall have a value of ten cents (\$.10) per share.

#### **ARTICLE VI CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$500.00.

#### **ARTICLE VII CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

#### **ARTICLE VIII INCORPORATORS**

The name and street address of each person signing these articles of incorporation as an incorporator is:

<b>Name</b>	<b>Address</b>
W. Mark Mahoney	5320 Almar Drive Punta Gorda, Florida 33950

#### **ARTICLE IX NO DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

## **ARTICLE X BYLAWS**

The initial incorporators shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than five days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

## **ARTICLE XI DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

## **ARTICLE XII INDEMNIFICATION**

1. **Indemnification.** The corporation, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the corporation, by reason of the fact that he was or is an officer of the corporation or is or was an officer of the corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section 1. Such right shall survive any

amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The corporation may, by action of its shareholders, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of officers.

2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its shareholders, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its shareholders, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be an officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

4. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the corporation shall indemnify any person who is or was an officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

The undersigned incorporators of this corporation, have executed these articles of Incorporation at Punta Gorda, Florida this 2<sup>nd</sup> day of August, 1995.

W. Mark Mahoney  
W. MARK MAHONEY

#### ACCEPTANCE OF REGISTERED AGENT

I, W. MARK MAHONEY, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.

W. Mark Mahoney  
W. MARK MAHONEY

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95 AUG 25 AM 11:51  
TALLAHASSEE, FLORIDA

P95000065938

TO: DIVISION OF CORPORATIONS  
MAICHEL AND H  
DEPARTMENT OF STATE

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

1625 W MARION AVE  
SUITE 2  
PUNTA GORDA FL 33950-5295  
JAMES E MOORE

CONTACT: JAMES E MOORE III  
PHONE: (813) 637-1955  
FAX: (813) 637-8485

(((H95000010272)))  
 NAME: W. MARK MAHONEY, M.D., P.A.  
 DOCUMENT TYPE: BASIC AMENDMENT  
 FAX AUDIT NUMBER: H95000010272  
 REQUESTED  
 DATE REQUESTED  
 PHONE: (813) 637-1955  
 FAX: (813) 637-8485  
 CURRENT STATUS:

DATE REQUESTED: 09/14/1995  
14:18:05

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1995 SEP 20 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 14, 1995

W. MARK MAHONEY, M.D., P.A.  
2500 HARBOR BLVD.  
PORT CHARLOTTE, FL 33952

SUBJECT: W. MARK MAHONEY, M.D., P.A.  
REF: P95000065938

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Please correct your document to reflect that it is filed pursuant to the correct statute number.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Linda Stitt  
Corporate Specialist

FAX Aud. #: H95000010272  
Letter Number: 195A00042422

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





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

(904) 922-4000

September 15, 1995

W. MARK MAHONEY, M.D., P.A.  
2500 HARBOR BLVD.  
PORT CHARLOTTE, FL 33952

SUBJECT: W. MARK MAHONEY, M.D., P.A.  
REF: F95000065938

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

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) 487-6902.

Linda Stitt  
Corporate Specialist

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

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF W. MARK MAHONEY, M.D., P.A.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, W. MARK MAHONEY, M.D., P.A. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is: W. MARK MAHONEY, M.D., P.A. and the charter number assigned the Company by the Corporations Division of the Florida Secretary of State is P95000065938.
2. The sole shareholder of the Corporation, acting by unanimous written consent dated as of September 14, 1995, approved the following amendment to the Corporation's Articles of Incorporation:

Article VI to the Articles of Incorporation is amended to read as follows:

**Article VI**

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than Ten and No/100 Dollars (\$10.00).

IN WITNESS WHEREOF, the President and Secretary of the Corporation have executed these Articles of Amendment this 14<sup>th</sup> day of September, 1995, on behalf of the Corporation.

W. MARK MAHONEY, M.D., P.A.

By: W. Mark Mahoney  
W. MARK MAHONEY, President and Secretary

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument as acknowledged before me this 14<sup>th</sup> day of September, 1995 by W. Mark Mahoney, President and Secretary of W. MARK MAHONEY, M.D., P.A., a Florida corporation, on behalf of the Corporation. He is personally known to me or have produced as identification and did (did not) take an oath.

[Signature]  
NOTARY PUBLIC - STATE OF FLORIDA  
Serial No.:

My Commission Expires:

(NOTARY SEAL)

James E. Moore, III  
Attorney at Law  
1625 W. Marion Avenue, Suite 2  
Punta Gorda, FL 33950  
(941)637-1955  
Fla. Bar No. 115634

