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PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

EFFECTIVE DATE

8/31/95

REFERENCE : 673816 81579A

AUTHORIZATION

Patricia Piquito

COST LIMIT : \$ 122.50

ORDER DATE : September 1, 1995

ORDER TIME : 3:28 PM

ORDER NO. : 673816

CUSTOMER NO: 81579A

100001578501

CUSTOMER: L. A. Gornato, Jr., Esq  
L. A. GORNTD, JR., ESQ

Suite 400  
149-f South Ridgewood Avenue  
Daytona, FL 32114

DOMESTIC FILING

NAME: WILLIAM J. MYERS, M.D., P.A.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrena Randolph

EXAMINER'S INITIALS:

SAB  
9/5/95

EFFECTIVE DATE

8/31/95

ARTICLES OF INCORPORATION

OF

WILLIAM J. MYERS, M.D., P.A.

FILED

10-10-1995

The undersigned incorporator and subscriber to these Articles of Incorporation, a natural person competent to contract and an attorney duly licensed under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

William J. Myers, M.D., P.A.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III  
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

6305 Palmas Bay Circle  
Port Orange, FL 32127-6778

The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE V  
TERM OF EXISTENCE

This corporation shall commence August 31, 1995, and shall have perpetual existence.

ARTICLE VI  
NUMBER OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Director, as such, shall receive such compensation for his services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VII  
DIRECTORS

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until his successor is elected, are:

Name

Address

William J. Myers, M.D.

6305 Palmas Bay Circle  
Port Orange, FL 32127-6778

ARTICLE VIII  
OFFICERS

The name and address of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until his successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
William J. Myers, M.D. 6305 Palmas Bay Circle Port Orange, FL 32127-6778	President, Secretary and Treasurer

ARTICLE IX  
INCORPORATOR

The following is the name and street address of the incorporator signing these articles, an attorney duly licensed under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
L. A. Gornto, Jr., Esq.	149-F S. Ridgewood Avenue Daytona Beach, FL 32114

ARTICLE X  
STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a medical doctor under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this 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 or her shares.

ARTICLE XI  
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

ARTICLE XII  
BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this

corporation shall be vested in the Board of Directors.

ARTICLE XIII  
ADDITIONAL CORPORATE POWERS

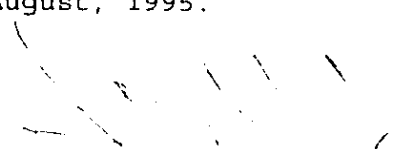
In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder, should he desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, that the capital of this corporation shall not be impaired thereby.

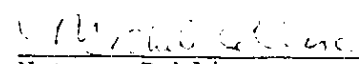
C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, or (3) other qualified or non-qualified retirement or incentive compensation plan.

The undersigned incorporator has executed these Articles of Incorporation this 31st day of August, 1995.

  
\_\_\_\_\_  
L. A. Gornto, Jr.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 31st day of August, 1995, by L. A. Gornto, Jr., who is personally known to me and who did not take an oath.

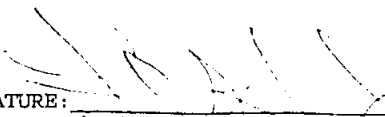
  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

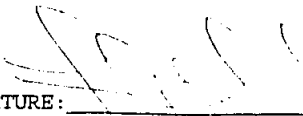
1. The name of the corporation is:  
William J. Myers, M.D., P.A.
2. The name and address of the registered agent and office is:  
L. A. Gornto, Jr.  
149-F S. Ridgewood Avenue  
Daytona Beach, FL 32114

SIGNATURE: 

L. A. Gornto, Jr., Incorporator

DATE: August 31, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

SIGNATURE: 

L. A. Gornto, Jr.

DATE: August 31, 1995