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CUSTOMER NO: 132254A

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CUSTOMER: Sue Thomas, Legal Asst  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: PETER O. KNIGHT, M.D., P.A.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

FILED  
96 JAN 29 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 JAN 29 PM 10:12  
DIVISION OF CORPORATIONS

T. BROWN JAN 29 1996

ARTICLES OF INCORPORATION

OF

PETER O. KNIGHT, M.D., P.A.

FILED  
96 JAN 29 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, hereby acting as incorporator for the purpose of forming a Professional Service Corporation for profit, by virtue of the provisions of Chapters 621 and 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is PETER O. KNIGHT, M.D., P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 2302 Swann Avenue, Suite A, Tampa Florida 33609.

ARTICLE III

DURATION: EFFECTIVE DATE

This corporation shall have perpetual existence commencing as of the date of filing.

## **ARTICLE IV**

### **PURPOSE**

This corporation is organized for the following purposes:

1. To engage in every aspect of the practice of medicine and all of its fields of specialization.

2. To engage and render the professional service involved only through its officers, agents and employees who are in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the professional service of this corporation.

3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

4. To own real and personal property necessary for the rendering of professional services hereby authorized.

5. To engage in no other business other than rendering of the professional services herein specified.

## **ARTICLE V**

### **CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock. Shares of the corporation's stock and certificates therefor shall be issued only to persons 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 VI**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this corporation and the address of the initial registered office of this corporation are as follows: Peter O. Knight, M.D., 2302 Swann Avenue, Suite A, Tampa, Florida 33609.

#### **ARTICLE VII**

##### **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 as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation are: Peter O. Knight, 2302 Swann Avenue, Suite A, Tampa, Florida 33609.

#### **ARTICLE VIII**

##### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Thomas B. Smith, Suite 1100, 150 Second Avenue North, St. Petersburg, Florida 33701.

## ARTICLE IX

### AMENDMENT

(a) This corporation reserves the right to amend or repeal any of the 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 X

##### SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation who has been rendering the professional services described in Article IV 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 IX(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 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 XI

##### PREEMPTIVE RIGHTS

Every shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding.

#### ARTICLE XII

##### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at

such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

#### **ARTICLE XIII**

##### **LONG-TERM EMPLOYMENT CONTRACT**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any article or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of any executive officer under such contracts.

#### **ARTICLE XIV**

##### **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, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 25<sup>th</sup> day of JANUARY, 1996.

Thomas B. Smith

THOMAS B. SMITH, INCORPORATOR

17859.01/TBS

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 15 day of Jan, 1996.

  
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Peter O. Knight, M.D.

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96 JAN 29 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA