

P96000013511  
TRICKEL, LEIGH & MANN, P.A.

WILLIAM TRICKEL, JR.  
RICHARD A. LEIGH  
BENNETT L. MANN

STEPHEN H. PRICE

OF COUNSEL  
JAMES A. McNAUL, JR.

\*Certified Circuit Civil Mediator

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100 WEST PINE STREET  
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1015 POND PLAZA • P.O. BOX 904000  
WEST PALM BEACH, FL 33402-4000

February 7, 1996

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-02/08/96--01075--017  
\*\*\*\*122.50 \*\*\*\*122.50

**VIA FEDERAL EXPRESS:**

Secretary of State  
Division of Corporations  
409 E. Gaines  
Tallahassee, Florida 32399

Re: Center for Urology, P.A.  
My File Reference: CP-96057

In connection with the above professional association/  
corporation, please find enclosed the following:

1. Articles of Incorporation;
2. Acceptance of Resident Agent;
3. This firm's check in the amount of \$122.50 representing your filing fee, certified copy fee and registered agent designation;
4. Return Federal Express mailing package.

Please proceed to file the enclosed and return the certified copy back to this office in the Federal Express package enclosed for your convenience.

Very truly yours,

*William Trickel, Jr.*  
William Trickel, Jr.

drs  
enclosures: listed  
cc: Abraham L. Woods III, M.D.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB -8 AM 9:07

FILED

GB 2/13/96

**ARTICLES OF INCORPORATION  
FOR**

**CENTER FOR UROLOGY, P.A.**

**FILED**  
**96 FEB -8 AM 9:07**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribe to these Articles of Incorporation to form a professional service corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation shall be CENTER FOR UROLOGY, P.A.

**ARTICLE II. PURPOSE**

A. This corporation is organized for general corporate purposes, and for the purpose of transacting any or all lawful business of rendering professional medical services to the general public and to do all things in connection therewith that are customarily done by licensed physicians under the law of the State of Florida and in accordance with Chapter 621 Florida Statutes, the "Professional Service Corporation Act". Provided, however that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

B. To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of this corporation shall be no greater in any aspect than that of a shareholder-employee of the corporation organized under Chapter 608 Florida Statutes.

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

D. To do all and every thing necessary and proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these

Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes or objects of this corporation to such extent as a corporation organized under Chapter 621 Florida Statutes may now or hereafter lawfully do.

E. To purchase and acquire at the option of the corporation any and all of its shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with the Bylaws adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

F. To purchase and acquire, at the option of the corporation the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the corporation setting forth the terms and condition of such purchase, provided, however, the capital of this corporation is not impaired.

G. To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

1. A pension plan;
2. A profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession;
3. A stock bonus plan;
4. A thrift and savings plan;
5. A restricted stock option plan; or
6. Other retirement or incentive compensation plans.

H. The foregoing paragraphs shall be construed as enumerating the purposes, objects and power of this corporation, and no recitation,

expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

### ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock having no par value, which shall be designated "Common Stock". None of the shares of stock of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. No shareholder 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 shares. No shareholder of this corporation may sell or transfer his shares in this corporation except to another individual who is eligible to be a shareholder of this corporation. Such sale or transfer may be made only after the same shall have been approved, at a shareholder's meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his/her shares may not be voted or counted for any purpose of said meeting.

If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to a public office or accepts employment that places restrictions or limitations upon his/her continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the shareholders.

### ARTICLE V. PRINCIPAL PLACE OF BUSINESS AND ADDRESS OF RESIDENT AGENT

The street address of the principal place of business of this corporation shall be: 106 Boston Avenue, Suite 103, Altamonte Springs,

Florida, and the name and address of the Resident Agent for service of process shall be William Trickel, Jr. , Esquire, Trickel, Leigh & Mann, P.A., 39 West Pine Street, Orlando, Florida, 32801.

**ARTICLE V. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time by the Bylaws. The names and addresses of the initial Directors of this corporation are: ABRAHAM L. WOODS III  
1670 Glen Ethel Lane  
Longwood, FL 32779

**ARTICLE VI. INCORPORATORS**

The name and address of the person signing these Articles are:

WILLIAM TRICKEL, JR.  
39 WEST PINE STREET  
ORLANDO, FL 32801

**ARTICLE VII. COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the filing of the Articles of Incorporation by the Secretary of State and the existence shall be perpetual.

**ARTICLE VIII. PRE-EMPTIVE RIGHTS**

No holder of common stock of this corporation shall have any pre-emptive right to purchase or to subscribe to any new issues of any type of stock of the corporation, and no shareholder shall have any pre-emptive right to purchase or to subscribe to any such stock unless so permitted by a majority vote to the Board of Directors of this corporation. "New issues" shall be construed to mean any number of shares of the capital stock of this corporation originally authorized by these Articles of Incorporation but not initially issued, as well as any other shares of any kind subsequently authorized by these Articles of Incorporation or any amendment thereto.

**ARTICLE IX. AMENDMENTS**

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 shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 7<sup>th</sup> day of February, 1996.

William Trickel, Jr.  
INCORPORATOR-WILLIAM TRICKEL, JR.

STATE OF FLORIDA:  
COUNTY OF ORANGE:

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of February, 1996 by William Trickel, Jr. who is personally known to me or who produced N/A as identification and who did not take an oath.

Donna Reece Sawyer  
NOTARY PUBLIC SIGNATURE  
DONNA REECE SAWYER  
NOTARY PUBLIC TYPED/PRINTED NAME  
MY COMMISSION EXPIRES:



DONNA REECE SAWYER  
My Commission CC308789  
Expires Sep 13, 1997  
Bonded by ANB  
800-352-5878

**ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT**

THE UNDERSIGNED, having been named to accept service of process of CENTER FOR UROLOGY, P.A., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

  
RESIDENT AGENT-WILLIAM TRICKEL, JR.

FILED  
96 FEB -8 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

P96000013311

Sandy Sander  
Requestor's Name  
\_\_\_\_\_  
Address  
\_\_\_\_\_  
City/State/Zip 222-6100 Phone #

RECEIVED

96 OCT -8 AM 11:15

DIVISION OF CORPORATION

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 500001967436  
-10/08/96--01078--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☒ Walk in ☒ Pick up time 3:00 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input checked="" 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

FILED  
96 OCT -8 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS OCT - 8 1996



**CENTER FOR UROLOGY, P.A.**

**Articles of Amendment**

Pursuant to Sections 621.13(4) and 607.1006 of the Florida Statutes, the undersigned corporation, **CENTER FOR UROLOGY, P.A.**, a Florida professional service corporation (the "Company"), hereby adopts the following Articles of Amendment amending its Articles of Incorporation to change its corporate name and business purpose for the purpose of reorganizing under Chapter 607 of the Florida Statutes:

**ARTICLE I**

**Name of the Company**

The name of the Company adopting these Articles of Amendment is **CENTER FOR UROLOGY, P.A.**

**ARTICLE II**

**Amendment to Name**

Article I of the Articles of Incorporation of the Company is hereby amended in its entirety to read as follows:

"The name of this corporation is **CENTER FOR UROLOGY, INC.**

**ARTICLE III**

**Amendment to Purpose**

Article II of the Articles of Incorporation of the Company is hereby amended in its entirety to read as follows:

"The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida."

**ARTICLE IV**

**Deletion of Inconsistent Paragraphs**

Article III of the Articles of Incorporation of the Company is hereby amended in its entirety to read as follows:

"This corporation is authorized to issue one hundred (100) shares of common stock having no par value."

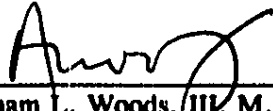
**FILED**  
96 OCT -8 PM 3:44  
RECORDS OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**Adoption of Amendments**

The aforesaid amendments to the Articles of Incorporation of the Company were adopted and approved by the Board of Directors and shareholders of the Company on September 30, 1996. The number of votes cast for each of the amendments was sufficient for approval of such amendments.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles to be signed by its duly authorized officer as of this 30 day of September, 1996.

**CENTER FOR UROLOGY, P.A., a**  
**Florida professional service corporation**

By:   
Abraham L. Woods, III, M.D.,  
President

P960000 13311

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE UROLOGY CENTER, INC., a Florida corporation, 600336

CENTER FOR UROLOGY, INC., a Florida corporation, P96000013311

INTO

PHYSICIANS ALLIANCE OF CENTRAL FLORIDA, INC., a Florida corporation,  
P96000070365

File date: October 10, 1996

Corporate Specialist: Darlene Connell