

P96000015347

Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
Indian Rocks Road
Belleair, FL 34616-2056

(813) 461-0420

Fax: (813) 461-5655

February 13, 1996

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

000001715830
-02/15/96--01067--007
****122.50 ****122.50

RE: SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

Gentlemen:

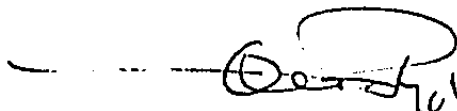
I am enclosing two original Articles of Incorporation for filing, as well as a check in the amount of \$122.50, for the following:

Profit Corporation filing fee	\$35.00
Registered Agent designation	35.00
Certified Copy	<u>52.50</u>

TOTAL: \$122.50

Please return the certified copy to my office. In the event of any questions or problems, please call.

Very truly yours,



THOMAS W. RUGGLES

TWR:da
Encs.
#11178

FILED
96 FEB 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAR
2/19/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

The undersigned subscriber of these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I.

Name of Corporation

The name of the professional service corporation shall be:

SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

ARTICLE II.

Nature of Business

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services. The general nature of the business to be transacted by this corporation is to provide physician staffing for hospital emergency medicine departments and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.
Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1,000 shares of Five Dollar (\$5.00) par value, all of which shall have the same rights and privileges. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE IV.
Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Thousand Dollars (\$5,000.00).

ARTICLE V.
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI.
Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 3055 Oak Creek Drive, Clearwater, Florida 34621. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII.
Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

LLOYD A. TABB, M.D.
3055 Oak Creek Drive
Clearwater, Florida 34621

BEVERLY P. WILCHER, D.O.
P. O. Box 41421
St. Petersburg, Florida 33743-1421

ARTICLE VIII.
Subscriber

The name and the street address of the subscriber of these Articles of Incorporation is:

BEVERLY P. WILCHER, D.O.
P. O. Box 41421
St. Petersburg, Florida 33743-1421

ARTICLE IX.
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 603 Indian Rocks Road, Belleair, Florida 34616, and the Registered Agent shall be **THOMAS W. RUGGLES** to accept service of process within this State until changed according to law.

ARTICLE X.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI.
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII.
Restraint on Alienation of Shares

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE XIII.
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time

to time by the Board of Directors.

**ARTICLE XIV.
Indemnification**

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the bylaws of this corporation and to the full extent permitted by law.

IN WITNESS WHEREOF, the subscriber above named has hereunto set his hand and seal this 14th day of February, 1996.

Beverly P. Wilcher D.O.
BEVERLY P. WILCHER, D.O.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Incorporation were acknowledged before me on the 14th day of February, 1996 by BEVERLY P. WILCHER, D.O. ☒ is personally known to me, or ☐ is not personally known to me, who produced _____ as identification.

NOTARY PUBLIC



Diane F. Amerson
MY COMMISSION # CC486306 EXPIRES
October 3, 1999
BONDED THRU TROY PAW INSURANCE, INC.

Diane F. Amerson
State of Florida at Large
Commission Number & Expiration Date:

ACCEPTANCE OF REGISTERED AGENT

THOMAS W. RUGGLES does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for pursuant to Florida Statutes.

DATED this 14th day of February, 1996.

Thomas W. Ruggles
THOMAS W. RUGGLES

IC/Southd Act
#11178

FILED
96 FEB 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
603 Indian Rocks Road
Heller, FL 34616-2036

(813) 461-1211

1-800-361-3655

P96000015347

May 2, 1997

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

**RE: ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF SOUTHSIDE EMERGENCY PHYSICIANS, P.A.**

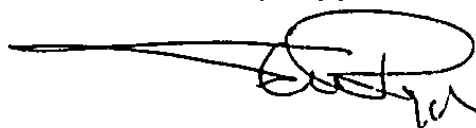
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*****87.50 *****87.50

Gentlemen:

I am enclosing an original and a copy of Articles of Amendment to Articles of Incorporation of Southside Emergency Physicians, P.A. which changes the capital structure of the corporation. Also enclosed is a check in the amount of \$87.50 to cover the filing fee (\$35.00) and the certified copy (\$52.50).

Please return a certified copy of the Amendment to my office. In the event of any questions or problems, please call.

Very truly yours,



THOMAS W. RUGGLES

TWR:da
Enc.

cc: Beverly P. Wilcher, D.O., President
Lloyd A. Tabb, M.D., Secretary
Southside Emergency Physicians, P.A.

1/C/SecySt2.Ltr
#11178

*Amendment
of Articles of Incorporation
5-5-97
329X*

APPROVED
1997
MAY 13

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF SOUTHSIDE EMERGENCY PHYSICIANS, P.A.**

The following provisions of the Articles of Incorporation of SOUTHSIDE EMERGENCY PHYSICIANS, P.A., a Florida professional association, originally filed in the office of the Florida Department of State on February 15, 1996, Charter Number P96000015347, FEIN 59-3360758, be and they hereby are amended as follows:

Article III, Be and it hereby is deleted in its entirety and is amended to read as follows:

"ARTICLE III.

The capital stock of this Corporation shall consist of one (1) class to be known as Common. The total number of shares authorized to be issued is two thousand (2,000). The par value of each share of common stock shall be Five Dollars (\$5.00)."

The foregoing amendment to change the capital structure and the following resolution in support thereof were unanimously adopted by the Stockholders and Directors of the Corporation pursuant to all of the applicable provisions of Florida law and the Bylaws of the Corporation on the 10th day of April, 1997.

IT IS RESOLVED that all of the outstanding shares of said Corporation shall be surrendered to the Treasurer in exchange for new stock in the exact ratio of their old shares to new shares of the Corporation issued under the corporate name. The Secretary of the Corporation shall notify each Stockholder in writing as to the necessity and reason for this exchange of stock. The expenses of the exchange of stock shall be the sole expense of the Corporation; and

BE IT FURTHER RESOLVED that the President and Secretary of the Corporation shall execute a Certificate of Amendment to the Articles of Incorporation and shall cause the Amendment to be filed with the Department of State, Corporation Division, State of Florida. Further, the President and Secretary shall take such other action as may be necessary or appropriate incident to the change in the capital structure of this Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary, who are also Directors and stockholders of the Corporation, have executed these Articles of Amendment this 11 day of April, 1997.

(Seal)

SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

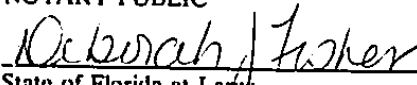

BEVERLY P. WILCHER, D.O.
PRESIDENT - DIRECTOR

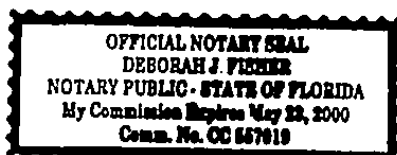

LLOYD A. TABB, M.D.
SECRETARY - DIRECTOR

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing document was acknowledged before me on the 11 day of April, 1997 by BEVERLY P. WILCHER, D.O., as President-Director of the Corporation, and by LLOYD A. TABB, M.D., as Secretary-Director of the Corporation, who: ☒ are personally known to me, or ☐ are not personally known to me, who produced Drivers License as identification.

NOTARY PUBLIC


State of Florida at Large
Commission Number & Expiration Date:



P96000015347

Thomas W. Ruggles, P.A.

Attorney and Counselor at Law
603 Indian Rocks Road
Belleair, FL 34616-2056

(813) 461-0420

Fax: (813) 461-5655

August 19, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002273961--A
-08/21/97--01095--016
*****35.00 *****35.00

**RE: CORPORATE DISSOLUTION
SOUTHSIDE EMERGENCY PHYSICIANS, P.A. - DOCUMENT #P96000015347**

Gentlemen:

Enclosed are Articles of Dissolution for the above-referenced corporation which effectively dissolves the corporation as of August 31, 1997. Also enclosed is my firm check in the amount of \$35 for the dissolution fee.

Please send confirmation of the dissolution to me at the address listed above. If you should have any questions or in the event additional monies are due, please contact me at the above-listed telephone number. Thank you for your assistance in this matter.

Very truly yours,



THOMAS W. RUGGLES

TWR/kas

Enclosures

31CSEC-ST.D15

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-31-97

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T.L. 5FD 'A 1007



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1997

THOMAS W. RUGGLES, ESQ.
603 INDIAN ROCKS ROAD
BELLEAIR, FL 34616-2056

SUBJECT: SOUTHSIDE EMERGENCY PHYSICIANS, P.A.
Ref. Number: P96000015347

RECEIVED
91 SEP -5 AM 9:36
DIVISION OF CORPORATIONS

We have received your document for SOUTHSIDE EMERGENCY PHYSICIANS, P.A. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

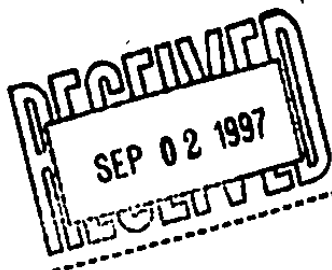
The attached dissolution complies with both Florida Statutes, 607.1401 and 607.1403. We have enclosed the dissolutions forms, please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 197A00043411



ARTICLES OF DISSOLUTION
OF
SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

EFFECTIVE DATE
8-31-97

97 AUG 21 AM 8:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 607 and 621, Florida Statutes, the undersigned Corporation adopts for filing pursuant to law the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. **Name.** The name of the Corporation is SOUTHSIDE EMERGENCY PHYSICIANS, P.A.
2. **Date Incorporated.** The Corporation was incorporated on the 15th day of February, 1996, Florida Secretary of State Document #P'6000015347.
3. **Date Dissolution Authorized.** The Corporation was duly authorized for dissolution on the 1st day of May, 1997, to be dissolved effective as of the 31st day of August, 1997.
4. **Dissolution with Unanimous Approval of Shareholders.** A copy of the resolution to dissolve is attached. That resolution was adopted by the unanimous vote and consent of the shareholders and directors of the Corporation on the 1st day of May, 1997.

5. **Last Officers.** The names and respective addresses of its last officers are:

<u>NAME</u>	<u>ADDRESS</u>
Beverly P. Wilcher, D.O. President	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709
Lloyd A. Tabb, M.D. Vice President/Secretary	3055 Oak Creek Drive Clearwater, FL 34621
June McMillan, M.D. Treasurer/Asst. Secretary	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709

6. **Last Directors.** The names and addresses of its last directors are:

<u>NAME</u>	<u>ADDRESS</u>
Beverly P. Wilcher, D.O.	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709
Lloyd A. Tabb, M.D.	3055 Oak Creek Drive Clearwater, FL 34621
June McMillan, M.D.	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709
Catherine A. Phillips, M.D.	5880 49th Street N., Suite N-202 St. Petersburg, FL 33709

Robert Bonefeld, D.O.

5880 49th Street N., Suite N-202
St. Petersburg, FL 33709

Julio Zavala, M.D.

5880 49th Street N., Suite N-202
St. Petersburg, FL 33709

Robert Falkowski, M.D.

5880 49th Street N., Suite N-202
St. Petersburg, FL 33709

7. Debts. All debts, obligations and liabilities of the Corporation have been paid.

8. Assets. All the remaining property and assets of the Corporation have been distributed among its shareholders in accordance with their respective rights and interest.

9. No Actions Pending. There are no actions pending against the Corporation in any court.

DATED effective the 31st day of August, 1997 at St. Petersburg, Pinellas County, Florida.

SOUTHSIDE EMERGENCY PHYSICIANS, P.A.

By: Beverly P. Wilcher
Its President

Attest:

By: Deborah A. Fisher
Its Secretary

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing document was acknowledged before me on the 1 day of May, 1997 by **BEVERLY P. WILCHER, D.O.**, as President of **SOUTHSIDE EMERGENCY PHYSICIANS, P.A.**, who: ☒ is personally known to me, or ☐ is not personally known to me, who produced Drivers License as identification.

NOTARY PUBLIC

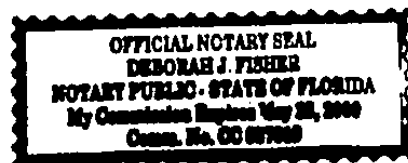
Deborah J. Fisher

State of Florida at Large

Commission Number & Expiration Date:

May 23, 2000

1/C/Southst.Dls
#11178



**UNANIMOUS RESOLUTION OF THE STOCKHOLDERS AND DIRECTORS
OF SOUTHSIDE EMERGENCY PHYSICIANS, P.A.
FOR
LIQUIDATION AND DISSOLUTION OF THE CORPORATION**

The Stockholders and Directors of SOUTHSIDE EMERGENCY PHYSICIANS, P.A., a Florida professional association (the "Corporation"), at a meeting duly held pursuant to notice and the Corporation By-Laws, unanimously adopted the following resolutions:

RESOLVED, that the Corporation shall cease all corporate activity as of the 15th day of August, 1997 and will enter into a Plan of Distribution fully effective as of the 31st day of August, 1997 in accordance with and pursuant to the provisions of the Florida General Corporation Law, and it is

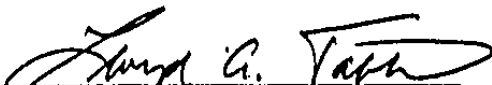
FURTHER RESOLVED, that the Corporation will provide for payment of all liabilities and shall then distribute its remaining assets to the stockholders, and it is


FURTHER RESOLVED, that in accordance with such a Plan of Complete Liquidation, the officers, directors and the Certified Public Accountant for the Corporation be and they hereby are authorized and directed to:

1. Provide for the payment of all indebtedness owed by the Corporation to any creditors or lienor,
2. Distribute all of the then remaining assets in reduction and cancellation of all the outstanding stock of the Corporation,
3. To file all forms required by the Internal Revenue Service to evidence the complete liquidation and dissolution of the Corporation pursuant to the terms of the Internal Revenue Code,
4. File all other forms and documents required by the State of Florida and the United States Government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets, and
5. File Articles of Dissolution with the Secretary of State in Tallahassee, Florida, and it is

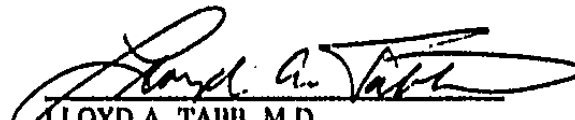
FURTHER RESOLVED, that the undersigned, being the Stockholders and Directors of the Corporation do hereby unanimously consent to the voluntary dissolution of such Corporation and do authorize and direct the appropriate officers of the Corporation to take all steps necessary or appropriate to carry out the intent of the foregoing resolutions.

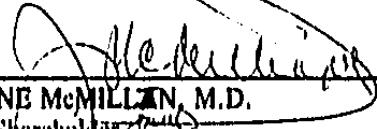
FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers, directors and stockholders in connection with the foregoing determination to liquidate and dissolve the Corporation, and the distribution of its assets, be and the same are hereby ratified and confirmed in all respects.


LLOYD A. TABB, M.D., Director

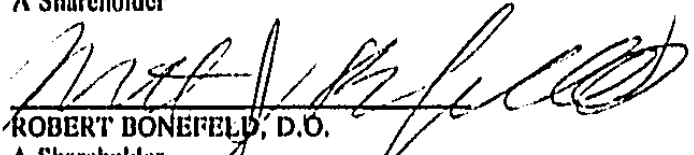

JUNE McMILLAN, M.D., Director



BEVERLY P. WILCHER, D.O., Director



LLOYD A. TABB, M.D.
A Shareholder

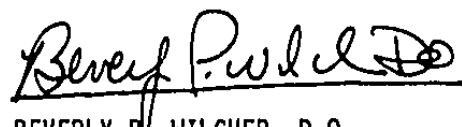

JUNE McMILLAN, M.D.
A Shareholder


CATHERINE A. PHILLIPS, M.D.
A Shareholder


ROBERT BONEFELD, D.O.
A Shareholder


JULIO ZAVALA, M.D.
A Shareholder


ROBERT FALKOWSKI, M.D.
A Shareholder


BEVERLY P. WILCHER, D.O.
A Shareholder

3/25/2011 10:10 AM
#11178