

P96000017658

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Charles J. Arfild  
D.O., P.A. 52604  
96 FEB 27 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- ( ) Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U S
- Filitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, \_\_\_\_\_ Copies
- Courier Service
- Shipping/Handling
- Phone ( )
- Top Priority
- Express Mail Prep.
- FAX ( ) pgs.

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-02/27/96--01046--002  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REC'D  
96 FEB 27 AM 8 56  
DIVISION OF CORPORATE SERVICES

PH 2/27/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	no		CK No.
BY			

WALK-IN Will Pick Up 2/27 11:00

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

Articles of Incorporation

of

Charles J. Crosby, D.O., P.A.

FILED

96 FEB 27 AM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned is duly licensed to practice medicine in the State of Florida, and desires to form a professional association in accordance with Chapters 607 and 459 of the Florida Statutes. He therefore adopts the following Articles of Incorporation:

I. Name and Address of Corporate Office

The name of the Corporation is Charles J. Crosby, D.O., P.A. The initial corporate address is 13556 Dornoch Drive, Orlando, FL 32828.

II. Registered Office

The location and address of the Corporation's initial registered office in this State is 9753 South Orange Blossom Trail, Suite 203, Orlando, FL 32837, Orange County, Florida. The initial registered agent at the registered office is James V. Cole.

III. Purpose

The purpose for which the Corporation is organized shall be to engaged in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that professional practice, including but not limited to the following:

(a) To purchase, lease, or otherwise acquire, hold, and operate; and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person or business entity, and to perform, carry out, cancel, and rescind those contracts; provided, however, that at all times the Corporation shall be in full compliance and accord with Ch. 621, Fla. Stat., and the 459 Rules and Regulations that are applicable hereto.

(c) To borrow or raise money reasonably required in the conduct of its professional business, and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals or business entities; provided, however, that at all times the Corporation shall be in full compliance and accord with Ch. 621, Fla. Stat., and the Ch. 459 Fla. Stat., medical-practice Rules and Regulations that are applicable hereto.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act that is legal under the laws of the State of Florida.

(f) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred, and to enact Bylaws to carry these restrictions into effect, as necessary.

(g) To do everything advisable or convenient for the accomplishment of the Corporation purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation; provided, however, that at all times the Corporation shall be in full compliance and accord with Ch. 621, Fla. Stat., and the medical-practice Rules and Regulations that are applicable hereto.

#### IV. Duration

The term of existence of the Corporation is perpetual.

#### V. Professional Services

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. No officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with established law, or with the medical-practice professional rules of practice.

#### VI. Incorporators

The names and mailing addresses of the incorporators is/are:

Name

Address

Charles J. Crosby, D.O.

13556 Dornoch Drive  
Orlando, FL 32828

## VII. Directors, Chairman, Shareholders, Officers

A. The Corporation's business shall be conducted and managed by its Majority Shareholder, in conformance with these Articles, and all applicable portions of the established Florida laws and related professional rules and regulations. The Corporate Bylaws may provide, at any time, for officers, directors, and other corporate officials that the Shareholder may deem necessary.

B. All Corporate activities, including all Shareholder meetings, shall be undertaken and completed by the Shareholders and Corporate officers, unless a Board of Directors is nominated and approved by the Shareholders as more specifically defined below. Pursuant to §607.0732(1), ~~passim~~, Fla. Stat., in that the Shareholders have agreed to eliminate the need for a Board of Directors until such time as a Board of Directors becomes necessary for the exercise of the Corporate activities.

## VIII. Share Structure

A. The maximum number of shares that the Corporation is authorized to have outstanding is five hundred (500) shares.

B. Shares of stock of this Corporation shall be issued or transferred only to persons who are licensed to practice medicine in the State of Florida.

C. Shares with one dollar (\$1.00) par value may be issued pursuant to subscriptions taken by the incorporators for any reasonable consideration. After organization, shares without par value may be issued on such consideration as may be fixed by the shareholders. The shareholders may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the shareholders and has been paid or delivered, shall be fully paid and nonassessable.

D. The shareholders may fix and determine whether and what part of the any Corporate surplus, shall be used, declared in dividends, or paid to the shareholders. The shareholders may use any part or all of the surplus as is permitted by law for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, evidences of indebtedness, or other securities of the Corporation.

E. Consent by vote or otherwise of the shareholders (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders. In cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or

otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

#### IX. Stated Capital

The Corporation shall be sufficiently capitalized to begin and maintain its Corporate business and professional activities.

#### X. Amendment of Articles

The Corporation reserves the right to amend these Articles in the manner now or hereafter permitted by law, or by the authorization of the Shareholders or Directors. Any change authorized by the Shareholders entitling them to exercise a majority of the voting power of the Corporation shall be binding and conclusive on every Shareholder of the Corporation as fully as if each Shareholder had voted for the change. No Shareholder, notwithstanding that he or she may have voted against an amendment, or have objected to it in writing, shall be foreclosed from payment of the fair cash value of his or her shares or any other rights of a dissenting Shareholder.

#### XI. Interested Directors and Officers

A. A Shareholder, or Officer, or Director of the Corporation shall not be disqualified from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void, voidable, or in any way adversely affected by reason of the fact that any shareholder or officer of this Corporation is also a member of a firm; an officer, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

B. The Shareholder, or Officer, or Director's interest, or possible interest, of any other firm, corporation, trust, or other entity shall be disclosed, or shall be, or have been made known to the Shareholders, Officers, or Directors present at any meeting of the Shareholders at which action on the transaction is taken. Any interested Shareholder may be counted in determining the existence of a quorum at any meeting of the Shareholders that authorizes or takes actions in respect to any such transaction; and any interested Shareholder may vote to authorize, ratify, or approve the transaction.

C. Any corporate Officer, Director, or Shareholder may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other

entity with which he or she is connected, was not interested in the act. If in any judicial or other inquiry, the question of whether a Shareholder, Officer, or Director has acted in good faith is material, the Officer or Shareholder's good faith shall be presumed in the absence of clear and convincing evidence and proof to the contrary.

## XII. Indemnification

A. The Corporation shall indemnify each of its Officers and Directors against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction or settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a shareholder or officer of the Corporation. The Corporation shall not, however, indemnify any Officer or Director until a majority of the Shareholders has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the Shareholders, that the Officer or Shareholder:

1. was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

2. acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

3. in any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

B. In making this determination, all of the Shareholders, including any Shareholder who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Shareholders.

C. Any Officer or Director employee who is entitled to indemnification from the Corporation must make a written demand on the Shareholders or on any Officer or Director for indemnification, and for the terms of this Section to become operative.

## XIII. Amendment

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law, or by a resolution of the Shareholders or Directors.

In Witness Whereof, the undersigned subscriber executes these  
Articles of Incorporation on this 19 day of February, 1996.

BY:

Charles J. Cecily  
President, majority Shareholder

Certificate of Designation  
Registered Agent/Registered Office

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, 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 Charles J. Crosby, D.O., P.A.
2. The name and address of the registered agent and office is:

James V. Cole  
9753 South Orange Blossom Trail  
Suite 202  
Orlando, FL 32837

James V. Cole  
James V. Cole

Title: Registered Agent

Date: 17 February 1996

State of Florida)  
County of Orange)

The foregoing instrument was acknowledged before me this 19th day of February 1996, by James V. Cole. He is personally known to me and he confirmed that all information contained herein was accurate, and that he had the authority [or did produce as identification and did take an oath.]



MARIA RUIZ COLE  
MY COMM EXP 4/20/96  
BONDED BY SERVICE INS.

MARIA RUIZ COLE (typed name)

Notary Public  
My Commission Expires: 4/20/96