

P96000020452

MICHAEL M. BELL
CYNTHIA D. LALLY
ANDREW J. LEEPER

MEDICAL CONSULTANT
MARCIA OCHINERO
RN BSN CPH

BELL & LEEPER, P.A.
ATTORNEYS AT LAW

605 E. ROBINSON STREET
SUITE 200, DAY BUILDING
ORLANDO, FLORIDA 32801

MAILING ADDRESS:
POST OFFICE BOX 3888
ORLANDO, FLORIDA 32808
TELEPHONE (407) 843-1881
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March 5, 1996

VIA FEDERAL EXPRESS

Sharon Taia
Division of Corporation
409 E. Gains Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 6 11:52

RE: Articles of Incorporation of Bell & Leeper, P.A.

Dear Ms. Taia:

Enclosed please find original Articles of Incorporation of Bell & Leeper, P.A. along with my check in the amount of \$70.00 made payable to the Secretary of State for filing.

Thank you for your assistance and cooperation in this regard.

Very truly yours,

Andrew J. Leeper

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*****70.00 *****70.00

AJL:saf
Enclosures

W96-4562
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3/6

ARTICLES OF INCORPORATION OF BELL & LEPPER, P.A.

The undersigned, a natural person, does hereby form corporation under the laws of the State of Florida.

FILED STATE
SECRETARY OF CORPORATIONS
96 MAR -6 AM 11:52

ARTICLE I

The name of the corporation is BELL & LEPPER, P.A., a Florida corporation.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida. Specifically, the practice of Law.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation is perpetual.

ARTICLE V

The street address of the initial business office of the corporation is 605 East Robinson Street, Suite 200, Orlando, Florida 32801, and the name and address of the initial registered agent of the corporation at that address is: **ANDREW J. LEEPER, 605 East Robinson Street, Suite 200, Orlando, Florida 32801.**

ARTICLE VI

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The names and addresses of the members of the first Board of Directors of the corporation and the initial Officers who shall hold office for the first year of the corporation's existence or until their successor(s) is/are elected and qualified is/are:

DIRECTORS AND ADDRESSES

MICHAEL BELL
605 East Robinson Street
Suite 200
Orlando, Florida 32801

ANDREW J. LEEPER
605 East Robinson Street
Suite 200
Orlando, Florida 32801

OFFICERS

MICHAEL BELL, President & Treasurer

ANDREW J. LEEPER, Vice President & Secretary

ARTICLE VIII

Members of the Board of Directors or any Executive Committee thereof shall be deemed present at a meeting of such Board of Directors or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has a direct or indirect interest.

ARTICLE X

The name and address of the person signing these Articles as the Incorporator is: ANDREW J. LEEPER, 605 East Robinson Street, Suite 200, Orlando, Florida 32801.

ARTICLE XI

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 either at a shareholders' meeting by the affirmative vote of the holders of two-third 2/3) of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE XII

The initial By-Laws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED this 5th day of March, 1996.

STATE OF FLORIDA)
COUNTY OF ORANGE)

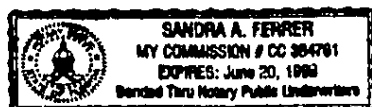
ANDREW J. LEEPER
S.S.

BEFORE ME, the undersigned authority, personally appeared ANDREW J. LEEPER to me known to be the person who subscribed to the foregoing Articles of Incorporation of BELL & LEEPER, P.A. and he acknowledged that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed. ANDREW J. LEEPER is personally known to me or has produced _____ as identification.

WITNESS my hand and seal this 5th day of March, 1996.

Sandra A. Ferrer
NOTARY PUBLIC

S E A L
My Commission Expires: June 20, 1998



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

BEIL & LEEPER, P.A. desiring to organize under the laws of the State of Florida, hereby designates ANDREW J. LEEPER, as its registered agent and 605 East Robinson Street, Suite 200, Orlando, Florida 32801, its registered office.

ACCEPTANCE

Having been named as registered agent for the above corporation, I hereby agree to act in such capacity for such Corporation at its registered office.


ANDREW J. LEEPER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAR -6 AM 11:52

P96000020452

BELL, LEEPER & ROPER, P.A.
ATTORNEYS AT LAW

MICHAEL M. BELL
CYNTHIA D. LALLY
ANDREW J. LEEPER
MICHAEL J. ROPER

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TELEFAX (407) 483-0374

August 21, 1997

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bell & Leeper, P.A.

Dear Sir/Madam:

Enclosed please find original Articles of Amendment to Articles of Incorporation of Bell & Leeper, P.A. along with my check in the amount of \$35.00 made payable to the Department of State for filing.

Thank you for your assistance and cooperation in this regard.

Very truly yours,

Andrew J. Leeper

AJL:saf
Enclosures

FILED
97 AUG 25 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*****35.00 *****35.00

N/c

VS SEP 4 1997

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BELL & LEEPER, P.A.

FILED
97 AUG 25 PM 3:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

(WHEN IN EFFECT)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article 1 amended as follows:

"The name of the corporation is Bell, Leeper & Roper, P.A.,
a Florida Corporation."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 21, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 21st of August, 19 97.

Signature

[Signature] vice-president
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Andrew J. Leeper
Typed or printed name

Vice Pres.
Title