

# P96000031983

JERRY H. JEFFERY, P.A.  
FAIRBANKS PROFESSIONAL CENTER  
1400 W. FAIRBANKS AVENUE, SUITE 202  
WINTER PARK, FLORIDA 32789

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
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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 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

5/4/12

ARTICLES OF INCORPORATION  
OF  
COSMETIC SURGERY ASSOCIATES, P.A.

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The undersigned, a natural person who is admitted to practice as a physician under the laws of the State of Florida, does hereby form a professional service corporation, under and pursuant to Chapter 621, Florida Statutes, for the purposes hereinafter stated, and does hereby declare as follows:

ARTICLE I - NAME

The name of this professional service corporation which is hereinafter referred to as "corporation," shall be Cosmetic Surgery Associates, P.A.

ARTICLE II - NATURE OF BUSINESS

The nature of business for which this corporation is formed is:

To render medical services particularly associated with cosmetic or reconstructive surgery to the general public, and to do all things in connection therewith that are customarily done by a licensed cosmetic surgeon under the laws of the State of Florida

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own or lease real or personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Article 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 the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall be One Thousand (1,000) shares of \$1.00 par value Common stock. The Board of Directors may fix the consideration for which shares shall be issued, but not less than par value, and upon payment of the consideration so fixed, whether such payment be in money, property or services, such shares shall be fully paid and non-assessable.

### ARTICLE IV - DURATION

This corporation shall have perpetual existence and shall commence its existence as of the filing of these Articles of Incorporation by the Department of State.

### ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

#### NAME

#### ADDRESS

Dr. David Poole

1931 Cove Colony Road  
Maitland, FL 32751

### ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

#### NAME

#### ADDRESS

Dr. David Poole

1931 Cove Colony Road  
Maitland, FL 32751

### ARTICLE VII - VOTING RIGHTS AND VOTING TRUSTS

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 powers of any or all of his shares.

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the

outstanding common shares.

#### ARTICLE VIII - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer, of, such other corporation, and any Director, individually or jointly may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or the transaction of this corporation shall be affected by the fact that any Director of this corporation is a party or in any way connected with such person, firm or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself, or any firm, association, or corporation in which he may be in any way interested.

#### ARTICLE IX - REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a Director.

#### ARTICLE X - RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this 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 relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

#### ARTICLE XI - STOCKHOLDER REQUIREMENTS

No one other than an individual who is duly licensed as a physician or otherwise legally authorized to render the same professional services within the State of Florida may own any stock of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render services as a physician in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuing to

render such professional services, shall sever all employment with and financial interest in the corporation. No shareholder of the corporation may sell or transfer his stock in this corporation, except to another individual who is eligible to be a shareholder of the corporation.

#### ARTICLE XII - INITIAL PRINCIPAL/REGISTERED OFFICE AND AGENT

The street address of the initial principal/registered office of this corporation is 1931 Cove Colony Road, Maitland, FL 32751, and the name of the initial registered agent of this corporation at that address is Dr. David Poole.

#### ARTICLE XIII - AMENDMENT

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 shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all 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.

#### ARTICLE XIV - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XVI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the subscriber(s) have executed these Articles of

Incorporation this 25th day of March, 1996.

  
Dr. David Poole

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was subscribed and acknowledged before me in the State and County aforesaid this 25th day of March, 1996 by Dr. David Poole who ☒ is personally known to me ☐ presented \_\_\_\_\_ as identification and ☐ did ☒ did not take an oath.

  
Notary Signature

  
Notary Name Printed

My Commission Expires: 9/8/96

Affix Notary Seal



OFFICIAL SEAL  
SALLIE R. SMITH  
My Commission Expires  
Sept. 8, 1996  
Comm. No. CC 226346

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First -- that Cosmetic Surgery Associates, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Maitland, County of Orange, State of Florida, has named Dr. David Poole, whose address is 1931 Cove Colony Road, Maitland, FL 32751, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Registered Agent

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