

P96000078630

TRANSMITTAL LETTER

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

600001952638
-09/20/96--01040--004
*****70.00 *****70.00

SUBJECT: Century Medical Group Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Richard D. Chandler
Name (printed or typed)

333. Dover Ct.
Address

Safety Harbor, FL 34629
City, State & Zip

813-726-1256
Daytime Telephone number

FILED
96 SEP 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9.23.96
KR

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
CENTURY MEDICAL GROUP, INC.

FILED
95 SEP 20 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is
CENTURY MEDICAL GROUP, INC.

ARTICLE II - ADDRESS

The address of this corporation is
333 DOVER CT.

SAFETY HARBOR, FL 34695

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 333 Dover Ct., Safety Harbor, FL 34695 and the name of the registered agent is Richard D. Chandler.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - PURPOSE

The general purpose of this corporation is to transact any and all lawful business and to have and to exercise all powers necessary to effect its purpose.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VIII - INCORPORATORS

The name and address of the person(s) signing these articles of incorporation is:

Richard D. Chandler
333 Dover Ct.,
Safety Harbor, FL 34695

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty three and one-third percent of the shares of this corporation.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION.

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation or for merger, acquisition or liquidation.

ARTICLE XIII - 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 XIV - RIGHTS OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XVII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII - MEETINGS BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XIX - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

ARTICLE XX - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XXI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXII - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of September, 1996.



Richard D. Chandler

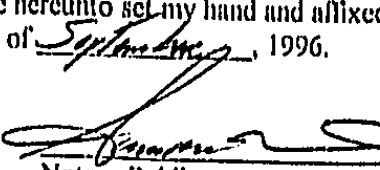
Subscriber

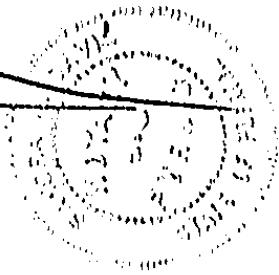
STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, Richard D. Chandler, known to me to be the person described in and who executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 13th day of September, 1996.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES MAY 7, 1999
BONDED BY AETNA CASUALTY & SURETY CO.


Notary Public



Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served

In compliance with section 48.091, Florida Statutes, the following is submitted:

First -- That CENTURY MEDICAL GROUP, INC. desiring to organize or qualify under the laws of the state of Florida, with it's principle place of business at city of SAFETY HARBOR, State of Florida, has named RICHARD D. CHANDLER, located at 333 Dover Ct., City of Safety Harbor, State of Florida, as it's agent to accept services of process within Florida.

Signature


Richard D. Chandler, President
and Corporate Officer

Date

9/13/96

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature


Richard D. Chandler, Resident Agent

Date 9-13-98

FILED

96 SEP 20 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA