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GOETZ, HARTMAN & LANDSTEINER  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

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October 30, 1996

VIA FEDERAL EXPRESS

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-10/31/96--01101--014  
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RE: Thomas C. Morell, M.D., P.A.

Gentlemen:

Enclosed herein you will find an original and one copy of the proposed Articles of Incorporation relative to the above-referenced profit corporation, along with a check in the amount of \$122.50 for filing fees, charter tax, etc.

Would you please be so kind as to forward a certified copy of the approved Articles directly to this office upon filing of same.

Thank you for your anticipated cooperation and if you have any questions concerning this filing, please do not hesitate to contact our office.

Sincerely,

  
Norman A. Hartman, Jr.  
NAHJr/dc  
Enclosures

cc: Thomas C. Morell

FILED  
96 OCT 31 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL NOV - 4 1996

ARTICLES OF INCORPORATION

OF

THOMAS C. MORELL, M.D., P.A.

(F.S. Section 607.0202 and Chapter 621)

FILED

96 OCT 31 PM 4:20

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

**Name of Corporation, Principal Office, and Mailing Address**

The name of the corporation shall be THOMAS C. MORELL, M.D., P.A.

The principal office of this corporation shall be 12451 Teak Circle, Fort Myers, Florida 33913.

The mailing address of this corporation shall be 12451 Teak Circle, Fort Myers, Florida 33913.

ARTICLE TWO

**Purposes**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all of its fields of specializations, as are engaged by medical doctors.

b. To engage and render the professional services involved only through its officers, agents, and employees who shall be medical doctors in good standing and duly licensed or otherwise

legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE THREE Capital Stock

a. The amount of capital with which the corporation will begin to practice the profession of medicine is not less than Five Hundred Dollars (\$500.00).

b. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at Five (\$5.00) Dollars per share par value.

c. The consideration to be paid for each share shall be payable in lawful money or property.

d. Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

e. There shall be a single class of common stock.

### ARTICLE FOUR Duration

The corporation shall have perpetual existence.

**ARTICLE FIVE**  
**Registered Agent**

The address of this corporation's initial registered office is 12451 Teak Circle, Fort Myers, Florida 33913 and the name of its initial registered agent at said address is Thomas C. Morell.

**ARTICLE SIX**  
**Incorporator**

The name and address of the Incorporator is as follows:  
Thomas C. Morell, 12451 Teak Circle, Fort Myers, Florida 33913.

**ARTICLE SEVEN**  
**Board of Directors**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation are: Thomas C. Morell, 12451 Teak Circle, Fort Myers, Florida 33913.

**ARTICLE EIGHT**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE NINE**  
**Corporate Powers**

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

#### ARTICLE TEN

##### **Severance and Termination of Employment**

If any officer, director, stockholder, agent, or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE ELEVEN

##### **Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE TWELVE

##### **Indemnification**

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

#### ARTICLE THIRTEEN

##### **Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this

corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation at Fort Myers, Florida, this 30 day of OCT., 1996.

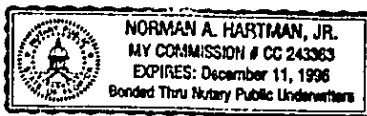
Thomas C. Morell  
THOMAS C. MORELL, Incorporator

Thomas C. Morell  
THOMAS C. MORELL, Registered Agent

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 30 day of OCT., 1996 by THOMAS C. MORELL, who is personally known to me or who has produced PERSONALLY KNOWN as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year first above written.



Norman A. Hartman, Jr.  
Notary Public

(SEAL)

Norman A. Hartman, Jr.  
Typed or printed name of notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.  
NAMING AGENT UPON WHOM SERVICE MAY BE MADE

IN PURSUANCE of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

THAT, THOMAS C. MORELL, M.D., 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 Fort Myers, Lee County, Florida, has named THOMAS C. MORELL, located at 12451 Teak Circle, Fort Myers, Florida 33913 as its agent to accept service of process within this State.

THOMAS C. MORELL, M.D., P.A.

By: Thomas C. Morell

Thomas C. Morell,  
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Thomas C. Morell  
Thomas C. Morell

FILED  
56 OCT 31 PM 4:21  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA