

P97000012574

Chapter Number

2/5/97

Elias, John

Requestor's Name
1840 W. 49 St #100

Address
Hialeah FL 33012

City State ZIP Phone

558-4933 A

VALIDATION ONLY

FILED
7 FEB - 7 PM 1:45
TALLAHESSEE, FLORIDA
SECRETARY OF STATE

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***122.50 ***122.50

CORPORATION(S) NAME

Coppage Anesthesia Services, Inc.



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk in
- Will Wait
- Pick Up
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Name
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Document
Examiner
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Verifier
Acknowledgment
W.P. Verifier

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96 FEB - 7 AM 11:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHESSEE, FLORIDA
AL FEB - 7 1997

ARTICLES OF INCORPORATION
OF
COPPAGE ANESTHESIA SERVICES, INC.

FILED
97 FEB -7 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: COPPAGE ANESTHESIA SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a \$1.00 par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17756 38TH Lane North, Loxahatchee, Florida 33470, and the name of the initial registered agent at that address is MARLOWE COPPAGE. The street address of the Principal Office of this corporation is: 17756 38th Lane North, Loxahatchee, Florida 33470

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have 2 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The names and addresses of the Board of Directors of this corporation are:

MARLOWE COPPAGE
17756 38th Lane North
Loxahatchee, Florida 33470

W. MARGOT COPPAGE
17756 38th Lane North
Loxahatchee, Florida 33470

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

MARLOWE COPPAGE
17756 38th Lane North
Loxahatchee, Florida 33470

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection

*ARTICLES OF INCORPORATION
COPPAGE ANESTHESIA SERVICES, INC.*

with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him or her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such

*ARTICLES OF INCORPORATION
COPPAGE ANESTHESIA SERVICES, INC.*

action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES, as may be amended, the following is submitted:

That, COPPAGE ANESTHESIA SERVICES, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 17756 38th Lane, Loxahatchee, Florida 33470, has named MARLOWE COPPAGE, whose address is 17756 38th Lane North, Loxahatchee, Florida 33470, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, MARLOWE COPPAGE hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his or her duties.

Marlowe Coppage

MARLOWE COPPAGE

CEO - 548 - 31-135-0

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

97 FEB - 7 11:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARLOWE COPPAGE, who is personally known to me or who has produced identification in the form of a driver's license examined by me, known to be and known by me to be the person who executed the foregoing Certificate Designation Registered Agent and Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein and who is

personally known to me or who has produced identification in the form of a driver's license
examined by me.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the State
and County aforesaid, this 5th day of February, 1997.

Karina Roque
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

