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Akerman, Senterfitt & Eidson, P.A.

Requestor's Name

P.O. Box 10555

Address

Tallahassee FL 32302-2555 222-3471

City/State/Zip

Phone #

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DIVISION OF CORPORATIONS
97 FEB 12 AM 10:01

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

1. Richard L. Smith, M.D., P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 3:30-4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

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TALLAHASSEE, FL 32304

**ARTICLES OF INCORPORATION
OF
RICHARD L. SMITH, M.D., P.A.**

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The undersigned incorporator, for the purpose of forming a professional corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Richard L. Smith, M.D., P.A. (hereinafter called the "Corporation").

**ARTICLE II
PURPOSE**

The general purpose for which the Corporation is organized is to engage in every aspect of providing professional medical services. Such professional services shall be rendered by the Corporation's shareholders, officers, employees, and agents who are duly authorized and licensed to render professional medical services in the State of Florida.

**ARTICLE III
MAILING ADDRESS**

The mailing address of the Corporation is 7600 Dr. Phillips Boulevard, Suite 2, Box 116, Orlando, Florida 32819.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$1.00 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is One S.E. 3rd Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of the Corporation is Marshall R. Burack, One S.E. 3rd Avenue, 27th Floor, Miami, Florida 33131.

ARTICLE VII
ELIGIBLE SHAREHOLDERS

A. The stock of the Corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to render professional medical services in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to render professional medical services in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in the Corporation to any person ineligible by law or by virtue of these Articles of Incorporation to be a shareholder in the Corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles of Incorporation or the bylaws of the Corporation; or
- (iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles of Incorporation to be a shareholder in the Corporation,

then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by the Corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a bylaw provision or written agreement between the Corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month

preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the Corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the Corporation, such shareholder shall then and thereafter have no further interest of any kind in the Corporation.

B. No shareholder of the Corporation may sell or transfer any of his shares of stock in the Corporation except to another individual who is then duly authorized and licensed to render medical/health services in the State of Florida. No shareholder of the Corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The Corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, restraining the alienation of shares of stock of the Corporation and providing for the purchases of the Corporation of its shares of stock.

ARTICLE VIII INDEMNIFICATION

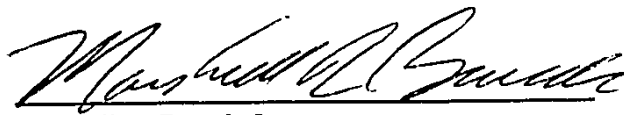
The Corporation shall indemnify and may advance expenses to each director, officer and shareholder of the Corporation to the fullest extent permitted by law in existence now or hereafter.

ARTICLE IX INITIAL DIRECTOR

The following person will serve as the Initial Director of the Corporation, and will continue to serve as the Director of this Corporation until the first annual meeting of the shareholders or until his successor is duly elected and qualified or until his earlier resignation, removal or death:

Richard L. Smith

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of February, 1997.


Marshall R. Burack, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**


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Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Richard L. Smith, M.D., P.A., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12th day of February, 1997.

American Information Services, Inc.

By: 
Christopher M. Nelson, President