

ARMISTEAD W. ELLIS, JR.

ATTORNEY AT LAW  
P.O. BOX 127  
319 NORTH RIDGEWOOD AVENUE  
DAYTONA BEACH, FLORIDA 32115  
(904) 255-2433

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 18, 1997

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

Re: Articles of Incorporation  
Family Walk-In-Clinic, P.A.

200002095732--8  
-02/24/97--01106--015  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Secretary:

Enclosed please find an original and one copy of the Articles of Incorporation Inc. to be filed with the Secretary of State along with our check for the filing.

If you have any questions or need any further information, please do not hesitate to contact this office.

Sincerely,

*Armistead W. Ellis, Jr.*  
Armistead W. Ellis, Jr.

AWE:hmg  
enclosure

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ARTICLES OF INCORPORATION  
OF  
FAMILY WALK-IN-CLINIC, P.A.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, subscriber to these Articles of Association, a natural person, over the age of 18 years, competent to contract, and duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the further formation of a Association under the Professional Association Act, and other laws of the State of Florida.

1. Name. The name of the Association is Family Walk-In-Clinic, P.A.

2. Nature of Business. The general nature of the business to be transacted by the Association is: Walk in medical treatment facility; and

(a) to engage in every phase and aspect of the business of auction sales;

(b) to invest the funds of the Association in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;

(c) to do everything necessary and proper for the accomplishment of any of the purposes, or the attaining of any of the objectives, or the furtherance of any of the purposes enumerated in these Articles of Association or any amendment thereof necessary or incidental to the protection and benefit of the Association, and in general, either alone or in association with other Associations, firms, or individuals, to carry on any lawful pursuit necessary of incidental to the accomplishment of the

purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Association.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Association; 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 the Association otherwise permitted by law.

3. Capital Stock. The maximum number of shares of stock that the Association is authorized to have outstanding at any one time is 100 shares of common stock having no par value.

4. Term of Existence. The Association is to exist perpetually.

5. Address. The street address of the initial registered office of this Association is 216 Zelda Blvd., Daytona Beach, Fl 32118 and the name of the initial registered agent at that address is Pam Licausi.

6. Directors. The business of the Association shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one and subject to such minimum, may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed the number shall be 1.

7. Initial Directors. The names and street addresses of the members of the first Board of Directors is:

Pam Licausi  
216 Zelda Blvd.  
Daytona Beach, FL 32118

8. Subscribers. The names and street addresses of the persons signing the Articles of Association as subscribers are

Pam Licausi  
216 Zelda Blvd.  
Daytona Beach, FL 32118

9. Voting Trusts. No shareholder of the Association shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares unless said voting trust shall be executed by all persons then holding stock in the Association.

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

11. Removal of Directors. The shareholders of this Association shall be entitled to remove any director from office during his term.

12. Restraint on Alienation of Shares. The shareholders of

the Association shall have the power to include in the By-Laws, adopted by a two-thirds majority of the stockholders of the Association, any regulation or restrictive provisions regarding the proposed sale, transfer, or other disposition of any outstanding shares of the Association by any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Association; provided, however, that such regulation or restrictive provisions shall not affect the rights of the third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Association may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Association, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such a purpose.

13. Additional Corporate Powers. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein stated, the Association shall have all the following powers:

(a) to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or Association for the purpose conducting any legal business;

(b) at its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should

desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of the Association setting forth the terms and conditions of such purchase; provided, however, that the capital of the Association is not impaired;

(c) at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with By-Laws adopted by the shareholders of the Association setting forth the terms and conditions of such purchase; provided, however, that the capital of the Association is not impaired.

14. Amendment. These Articles of Association 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 Association be made. All rights of shareholders are subject to this reservation.

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

16. Calling of Special Meetings. Special meeting of shareholders may be called by a majority of the Board of Directors, President or Vice President of the Association.

17. Meetings by Conference Telephone. Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

DESIGNATION OF REGISTERED AGENT OF  
WALK-IN-CLINIC, P.A.

The street address of the initial registered agent of the Association is 216 Zelda Blvd., Daytona Beach, Florida, 32118, and the name of the initial registered agent of the Association at that address is Pam Licausi.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as Agent for the Service of Process within the State of Florida upon Walk-In-Clinic, P.A. does hereby accept appointment as such agent for the above named Association.

The location of the office of the said Association is 216 Zelda Blvd., Daytona Beach, Fl 32118.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereby affixed at Volusia County, of the State of Florida, this 27th day of January, 1997.

Pam Licausi  
Pam Licausi

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I, Heather M. Green a notary public in and for said State and County, do hereby certify that Pam Licausi, whose name is signed to the foregoing instrument and who is ☒ personally known to me and/or ☐ identified with the following picture identification N/A and acknowledged before me that on this day that, being informed of the contents of such instrument, that the instrument was executed voluntarily and is true based upon personal knowledge, information and belief.

GIVEN under my hand and seal this 27 day of Jan. 1997.



HEATHER M. GREEN  
Notary Public, State of Florida  
My Comm. Exp. Apr. 8, 2000  
Comm. No. CO 546304

Heather M. Green  
Notary Public in and for State and  
County aforesaid  
My commission expires: