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February 25, 1997

Attn: New Filings  
Florida Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/27/97--01042--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Donald H. Auerbach, D.O., P.A.

Dear Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for the above referenced professional association together with my check in the amount of \$70.00 for the filing fee.

If you require anything further to process this new filing, please advise.

Very truly,

*David Browder Jr.*

David Browder, Jr.  
DBJ:pr  
Enclosures

*called Pat Freiden, Secretary,  
corrected art. 2.*

FILED  
97 FEB 27 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Principal [signature]  
RO [signature]*

63N MAR - 4 1997

ARTICLES OF INCORPORATION  
OF  
DONALD H. AUERBACH, D.O., P.A.  
A Professional Corporation

FILED  
97 FEB 27 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, all of whom are duly licensed to practice medicine in the State of Florida, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Florida Professional Service Corporation Act, adopt the following Articles of Incorporation

I. NAME

The name of the Corporation is DONALD H. AUERBACH, D.O., P.A.

II. REGISTERED OFFICE

The location and address of the Corporation's initial principal office in this State is 7477 9th Street North, St. Petersburg, Pinellas County, Florida 33702. The initial registered agent is David Browder, Jr., Esquire, 305 S. Duncan Avenue, Clearwater, Florida 34615.

III. PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of the practice of medicine with the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporation, or entities, and to become a

shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporation by the laws of the State of Florida.

(f) To restrict the manner in which persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute, unless such amendments or superseding are optional, in which case an election will be made in the minutes of the Corporation.

#### IV. DURATION

The term of existence of the corporation is perpetual.

#### V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licenses or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation, acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of medicine practice.

#### VI. INCORPORATORS

The names and post office addresses of the incorporators are:

DONALD H. AUERBACH, 7477 9th Street North, St. Petersburg, Florida 33702.

## VII. DIRECTORS

The Board of Directors shall consist of 1 member. The name and address of the first Board of Directors is:

DONALD H. AUERBACH, 7477 9th Street North, St. Petersburg, FL 33702.

## VIII. SHARE STRUCTURE

**NUMBER AND TYPE.** The maximum number of shares that the Corporation is authorized to have outstanding is 5,000 shares of \$1.00 par value. All shares shall be common shares.

**RESTRICTIONS ON ISSUANCE AND TRANSFER.** No share of stock of this Corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice medicine in the State of Florida.

**AUTHORITY OF BOARD OF DIRECTORS.** Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

**DIVIDENDS.** The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

**SHAREHOLDER'S ACTIONS.** The extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares of any class entitled to vote thereon entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

## IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$70,998.00.

## X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation or such greater number as may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that and director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes to take actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with the like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, case, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, if there is any, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

## XII. INDEMNIFICATION

**RIGHT TO INDEMNIFICATION.** The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

**WRITTEN DEMAND FOR INDEMNIFICATION.** Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or Secretary, unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation. If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of RIGHT TO INDEMNIFICATION Section. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements of the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

## XIII. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 305 S. Duncan Avenue, Clearwater, FL 34615, and the name of the initial registered agent of the

corporation at that address is David Browder, Jr., Esquire.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24<sup>th</sup> day of February, 1997.

Donald H. Auerbach  
DONALD H. AUERBACH, Incorporator

Sworn to and subscribed before me  
this 24<sup>th</sup> day of February, 1997,  
by Donald H. Auerbach, who is  
personally known to me and who did  
not take an oath.

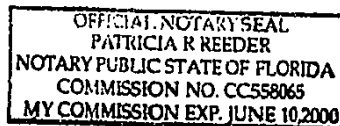
Patricia R. Reeder

NOTARY PUBLIC

Name:

My Serial No.:

My Commission Expires:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ACCEPTANCE AS REGISTERED AGENT

I, a citizen of Florida and over 21 years of age, hereby accept the appointment to serve as the initial Registered Agent for the corporation.

David Browder Jr.  
DAVID BROWDER, JR., Esq.

Sworn to and subscribed before me  
this 24<sup>th</sup> day of February, 1997,  
by David Browder Jr., who is  
personally known to me and who did  
take an oath.

Patricia R. Reeder

NOTARY PUBLIC

Name:

My Serial No.:

My Commission Expires:

