

P97000037731

TRANSMITTAL LETTER

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

400002146814--1
-04/17/97--01103--001
*****78.75 *****78.75

SUBJECT: Professional Management Services, Inc.
(Proposed corporate name (must include suffix))

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rev. Ward Hallman
Name (Printed or typed)

421 Manor Blvd.
Address

Palm Harbor, Florida 34683
City, State & Zip

(813) 942-7250
Daytime Telephone number

Gloria Hallman
gave auth by
phone to add
Registered agent
after Mr. Hall
signature.
Dmc
4/28/97

97 APR 28 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1997

RVE. WARD HALLMAN
421 MANOR BLVD.
PALM HARBOR, FL 34683

SUBJECT: PROFESSIONAL MANAGEMENT SERVICES, INC.
Ref. Number: W97000009027

Changed to:
Professional Management Services of Tampa Bay, Inc.

We have received your document for PROFESSIONAL MANAGEMENT SERVICES, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 297A00019741

**Articles of Incorporation
of
Professional Management Services of Tampa Bay, Inc.**

1
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97 APR 28 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, as proper persons acting as incorporators of a corporation under applicable laws of the State of Florida and within the meaning of the applicable provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation.

Article 1

Name

The name of this corporation is **Professional Management Services of Tampa Bay, Inc.**

Article 2

Duration

This corporation shall exist as a **perpetual** corporation or until such time as dissolution is required by law or requested by the original incorporators or their heirs or other legal representative if incorporator is totally incapacitated or deceased.

Article 3

Purpose

The purpose of this corporation is: to provide ancillary, other management services and information to various health care businesses, individuals and regulatory agencies; to assure delivery of the highest quality and cost effective patient care while contributing quality and efficient services to health care providers; to assist and enable regulatory agencies, assuring ethical, cost effective and high quality patient care.

Article 4

Principal Office

The initial principal office of this corporation is:

421 Manor Boulevard, Palm Harbor, Florida 34683

Article 5

Registered Office and Registered Agent

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Reverend Ward Hallman

Address: Professional Management Services of Tampa Bay, Inc.
421 Manor Blvd.,
Palm Harbor, Florida 34683

Article 6

Shares

The total number of shares this Corporation is authorized to issue at present is: Ninety-nine (99) shares of common stock.

Article 7

Effective Date of Operation

The corporation will commence business effective on the date of incorporation in the State of Florida and for value received by said Corporation in the form of cash and/or talents and effort/time on the part of the principals.

Article 8

Shareholders Agreement

The initial shareholders and incorporators of this Corporation agree that any and all major changes that would have meaningful impact on the shareholders, their families or estate(s) shall be undertaken only with unanimous agreement of the three principals or their legally appointed or recognized representative. Examples of issues requiring unanimous agreement are: Salaries paid to shareholders; removal of a shareholder as an employee, Director or Officer of the Corporation; additions or deletions of these positions; additions to or deletions from the Board; issuance of additional shares of stock; sale or other transfer of the initial ninety-nine (99) shares; changes in By-Laws, Articles of (cont'd)

Incorporation, and other internal regulations (as opposed to laws required by government bodies); any and all change that could produce a major change in the life of the principals and initial incorporators. This list is a sampling only and is not intended to show entirely all changes requiring unanimous vote.

In the event that unanimous agreement can not be reached within 20 days and this inability to agree creates difficulty in the functioning of the Corporation, the parties will enter into Mediation with an agreed upon Mediator and then if necessary, Binding Arbitration and legal action as deemed necessary and appropriate in said arbitration.

Article 9

Preemptive Rights

Provisions limiting, denying or granting rights to shareholders the preemptive right to acquire additional shares of the Corporation are: in accordance with Florida Statutes, Chapter 607; in the event of the sale of shares of stock, the Corporation elects to have the right of first refusal or to have preemptive rights; and with unanimous agreement of the three named, initial incorporators and shareholders, or legal representative(s) as stated in Article 8.

Article 10

Regulations Governing Corporation

Provisions for governing the internal affairs of the Corporation: The principles and standards of conduct set forth in The Holy Bible; all applicable State and Federal Statutes; By-Laws; Articles of Incorporation; Shareholders Agreement; Stock Transfer Restrictions; Buy-Out Agreements; Employment Agreements; and other generally accepted practices if agreed upon and ratified as per Article 8.

Article 11

Incorporators and Directors of the Board

The number of Directors constituting the initial Board of Directors of this Corporation is three (3). The names and addresses of the persons who are to serve as Directors and who are the Incorporators are: See following page.

Gloria Hallman 421 Manor Blvd., Palm Harbor, FL 34683

Dawnmarie Ciapetta 10324 Palm Lake Blvd., Port Richey, FL 34668

Reverend Ward Hallman 421 Manor Blvd., Palm harbor, FL 34683

These persons are to serve as Directors of the Board until their successors are elected and qualified as set forth in Article 8.

Acknowledgment and In Witness

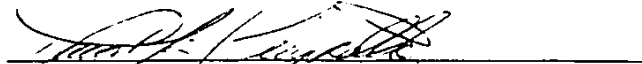
IN WITNESS WHEREOF, the undersigned, as incorporators, have set their signatures and seal this 14 th. day of April, 1997, at the place designated in this document, for the purpose of organizing this Corporation under the laws of the State of Florida. We acknowledge and accept the responsibilities and agree to act in proper capacity and in appropriate and legal manner.

Dated: April 14, 1997

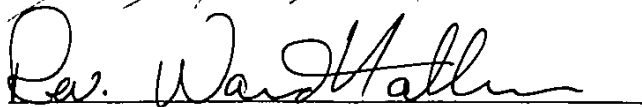
Gloria J. Hallman



Dawnmarie Ciapetta



Rev. Ward Hallman



Registered Agent