

P 97000040512



ACCOUNT NO. : 072100000032

REFERENCE : 356817 113642A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 6, 1997

ORDER TIME : 4:44 PM

ORDER NO. : 356817-005

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq  
BRUCE R. ABERNETHY, JR., P.A.

Suite 6  
900 Virginia Avenue  
Ft. Pierce, FL 34982

4000002168214--6  
-05/07/97--01017--015  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: KAMLESH P. PANDYA, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 MAY -7 AM 9:53  
DIVISION OF INCORPORATION

7

8N MAY - 7 1997

**ARTICLES OF INCORPORATION**

**OF**

**KAMLESH P. PANDYA, M.D., P.A.**

The undersigned, each of whom is licensed or otherwise legally authorized to engage in the practice of medicine as defined and regulated by Chapter 458, Florida Statutes, hereby associate themselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, Florida Statutes, the "Florida General Corporation Act" and Chapter 621, Florida Statutes, the "Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation shall be: **KAMLESH P. PANDYA, M.D., P.A.**

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the following purposes:

- A. To engage in each and every aspect of the practice of medicine as defined and regulated by Chapter 458, Florida Statutes and, in connection therewith, to own and operate a medical clinic for the purposes of providing medical care and treatment.
- B. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional medical services.

- C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida law or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or legally qualified to render professional medical services in the State of Florida.

#### ARTICLE IV CORPORATE POWERS

The corporation shall have all of the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

#### ARTICLE V AUTHORIZED SHARES

- A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One and No/100 Dollar (\$1.00) per share.
- B. Initial Issue. One Hundred (100) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One and No/100 Dollar (\$1.00) per share.
- C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- D. Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
- E. No Classes of Stock. The shares of the corporation are not to be divided into classes.

**ARTICLE VI  
LIMITATIONS ON STOCK**

The stock of this 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 practice medicine in the State of Florida, and no stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida.

**ARTICLE VII  
DEATH OF STOCKHOLDER**

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the Bylaws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

**ARTICLE VIII  
MAILING ADDRESS**

The mailing address of the Corporation is: 2215 Nebraska Avenue, Suite 2-G, Fort Pierce, FL 34950.

**ARTICLE IX  
REGISTERED AGENT**

The name and address of the Initial Registered Agent for this corporation until a successor Registered Agent shall be designated in accordance with the law is: Kamlesh P. Pandya, M.D., 2215 Nebraska Avenue, Suite 2-G, Fort Pierce, FL 34950.

**ARTICLE X  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. Directors need not be residents of the State of Florida.

**ARTICLE XI  
NAME AND ADDRESS OF INITIAL DIRECTOR**

The name and address of the person who shall serve as Director until the first annual meeting of shareholders, and until his successor shall have been elected and qualified, is as follows:

Kamlesh P. Pandya, M.D.

1717 Bayshore Drive  
Fort Pierce, FL 34949

**ARTICLE XII  
INCORPORATOR**

The name and address of the initial incorporator is as follows:

Kamlesh P. Pandya, M.D.

1717 Bayshore Drive  
Fort Pierce, FL 34949

**ARTICLE XIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the share entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIV  
BYLAWS**

The Bylaws of the corporation shall be made, altered, or rescinded by a majority vote of the Directors of the corporation.

**ARTICLE XV  
DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) upon the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

**ARTICLE XVI  
INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal for the purposes of forming this corporation under the law of the State of Florida, and does hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, this 2 day of May, 1997.

K. P. Pandya  
Kamlesh P. Pandya, M.D.

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared KAMLESH P. PANDYA, M.D., known to me or who has produced a valid Drivers License as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2<sup>nd</sup> day of May, 1997.

Jane L. Brock  
NOTARY PUBLIC, STATE OF FLORIDA - AT  
LARGE.

Jane L. Brock  
PRINTED NAME OF NOTARY

NOTARY STAMP/SEAL:



JANE L. BROCK  
MY COMMISSION # CC434168 EXPIRES  
February 12, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In accordance with the provisions of Chapter 48.091, Florida Statutes, KAMLESH P. PANDYA, M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named KAMLESH P. PANDYA, M.D., whose address is 2215 Nebraska Ave., Suite 2-G, Fort Pierce, FL 34950 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 5-2-97

K.P. Pandya  
KAMLESH P. PANDYA, M.D.

FILED  
MAY 13 1997  
CLERK OF COURT  
FOURTH JUDICIAL CIRCUIT  
FORT PIERCE, FLORIDA