

P97000041503

TRANSMITTAL LETTER

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

SUBJECT: CYPRESS MEDICAL ASSOCIATES, P.A.
(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 \$78.75 X \$122.50 \$131.25

FROM: CARSON BURKE BOMAR, JR.

805 CANOE COURT

BRANDON, FL 33510-3504

813-685-0228

Daytime Telephone number

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FILED
CLERK OF SUPERIOR COURT
97 MAY -6 PM 1:36

5-9-97

ARTICLES OF INCORPORATION FOR PROFESSIONAL CORPORATION
CYPRESS MEDICAL ASSOCIATES, P.A.
(F.S. 607.0202 AND Chapter 621)

The undersigned natural person, competent and a licensed physician licensed to practicing such profession in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

1. The name of the corporation shall be **CYPRESS MEDICAL ASSOCIATES, P.A.**
2. The principal office of this corporation shall be located at 803 Canoe Court, Brandon, Florida 33510-3504.
3. The mailing address of this corporation shall be 803 Canoe Court, Brandon, Florida 33510-3504.

II
PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in every aspect in the practice of medicine and all its fields of specializations, as are engaged in by physicians.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by laws.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III **CAPITAL STOCK**

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at ONE DOLLARS (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to those in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV **DURATION**

The corporation shall have perpetual existence.

V **REGISTERED AGENT**

The address of this corporation's initial registered office is 803 Canoe Court, Brandon, Florida 33510-3504 and the name of its initial registered agent at said address is **CARSON BURKE BOMAR, JR.**

VI **INCORPORATOR**

The name and address of the Incorporator is as follows:
CAROL A. STEARNS-BOMAR, M.D., 803 Canoe Court, Brandon, Florida 33510-3504

VII **BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of ONE person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

CAROL A. STEARNS-BOMAR, M.D., 803 Canoe Court, Brandon, Florida 33510-3504

VIII **INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting

forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate record.

IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


XI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida on this 5th day of May, 1997.



CAROL A. STEARNS-BOMAR
Incorporator

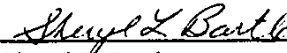
Having been named as Registered Agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Registered Agent per Florida Statutes.


CARSON BURKE BOMAR, JR.

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 5th day of May, 1997 by CAROL A. STEARNS-BOMAR and CARSON BURKE BOMAR, JR. who are personally known to me and did not take oaths

 SHERYL L. BARTLE
COMMISSION # CC 542034
EXPIRES APR 03 2000
BONDED THRU
ATLANTIC BONDING CO INC


Sheryl L. Bartle
Notary Public, State of Florida

FILED
CLERK OF STATE
CORPORATION
97 MAY -6 PM 1:36