## P100065292 DITTMER, WOHLUST & WILKINS, P.A.

Altoricys at Law 230 LOOKOUT PLACE MAITLAND, FLORIDA 32751

TERRANCE H DITTMER G CHARLES WOHLUST ROBERT C WILKINS, JR

POST OFFICE BOX 941690 MAITLAND, FLORIDA 32794-1690 TELEPHONE (407) 539-0009 FACSIMILE (407) 539-1995

July 23, 1997

Attorneys Title Insurance 660 E. Jefferson Street

Suite 200

Tallahassee, FL 32301

ATTN: Julia

500002249945---8 -07/29/97--01006--008

RE: Joiner Radiation Coverage, P.A.

Dear Julia:

In connection with the above-referenced corporation, enclosed for filing with the Secretary of State is an original and one copy of the Articles of Incorporation of said corporation. Also enclosed is my firm's check payable to the Department of State in the amount of \$122.50 to cover the costs of filing said corporation with the Secretary of State.

Please have these filed and send verification of filing and certified copy of Articles of Incorporation to our office at the above address via your courier. Should you have any questions regarding this matter, please do not hesitate to call.

Sincerely,

ROBERT C. WILKINS

RCWJ/scl

**Enclosures** 

## ARTICLES OF INCORPORATION OF JOINER RADIATION COVERAGE, P.A.



The undersigned subscriber to these articles of incorporation, being a natural person competent to contract, and duly licensed to render medical services as a professional physician under the laws of the state of Florida, hereby forms JOINER RADIATION COVERAGE, P.A. a corporation for profit under the Professional Service Corporation Act and other laws of the state of Florida.

## **ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be JOINER RADIATION COVERAGE, P.A.

## **ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed physician under the laws of the state of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the state of Florida to practice medicine.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

## ARTICLE III - CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of One Dollar (\$ 1.00) per share.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services or right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

## **ARTICLE IV - DURATION**

The effective date upon which this corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

## ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is located at 200 N. Mangoustine Avenue, Sanford, Florida 32771.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 230 Lookout Place, Maitland, Florida 32751. The name of the initial registered agent of this corporation at that address shall be Robert C. Wilkins, Jr.

## ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be one director.
- B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

- C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.
- E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.
- F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

## **ARTICLE VIII - INITIAL DIRECTOR**

The name and street address of the initial member of the board of directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified is:

<u>Name</u>

Street Address

D. Wayne Joiner, M.D.

200 N. Mangoustine Ave. Sanford, Florida 32771

## ARTICLE IX - INCORPORATOR TO ARTICLES

The following is the name and street address of the incorporator to these articles of incorporation, who is a physician duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>

Street Address

D. Wayne Joiner, M.D.

200 N. Mangoustine Ave. Sanford, Florida 32771

## ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a physician under the laws of the state of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation 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.

## **ARTICLE XI - AMENDMENT**

These articles of incorporation 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 the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

## **ARTICLE XII - BY-LAWS**

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 21st day of July, 1997.

D. Wayne Joiner, M.D.

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23 day of July, 1997, by **D.**Wayne Joiner, M.D., who is personally known to me or who has produced \_\_\_\_\_\_
as identification and who did not take an oath.

Notary Public

\* 1

NANCY C OSTWALD PRILL My Commission CG327594 Expires Nov. 02, 1997 Bondod by HAI 800-422-1555

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that he understands the obligations of and accepts the appointment to serve as the initial registered agent of Joiner Radiation Coverage, P.A..

Robert C. Wilkins, Jr.

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# P97000065293



ACCOUNT NO. : 072100000032

REFERENCE: 476296 4377066

AUTHORIZATION : La fill we saw

COST LIMIT : 0.00

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ORDER DATE: July 28, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 476296-005

CUSTOMER NO: 4377066

CUSTOMER: Lawrence M. Hankin, Esq

LAWRENCE M. HANKIN, ESQ

Suite 400, 2033 Main Street

Sarasota, FL 34237

Please give original aubmission date as file date.

## DOMESTIC FILING

NAME:

LANDMARK FUNDING CORPORATION

### EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

## ARTICLES OF INCORPORATION OF

## LANDMARK FUNDING CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation, under the laws of the State of Florida.

## ARTICLE I. NAME

The name of the corporation shall be:

## LANDMARK FUNDING CORPORATION

## ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

## ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a One & 00/100 Dollar (\$1.00) par value.

## ARTICLE IV. ADDRESS

The street address of the Corporation is 950 South Tamiami Trail, Suite 103, Sarasota, Florida 34236. The street address of the initial registered office of the corporation shall be 2033 Main Street, Suite 400, Sarasota, Florida 34237, and the name of the initial registered agent of the corporation at that address is: LAWRENCE M. HANKIN, P.A.

## ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

## ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

## ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

LAWRENCE M. HANKIN, P.A. 2033 Main Street, Suite 400 Sarasota, Florida 34237

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the  $\frac{10 + 0}{10}$  day of July, 1997.

LAWRENCE M. HANKIN, P.A.

LAWRENCE M. HANKIN, President

STATE OF FLORIDA COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this oth day of July, 1997, by LAWRENCE M. HANKIN, as President of LAWRENCE M. HANKIN, P.A. who is personally known to me.

(SEAL)

Kathy R. Montgomery
Notary Public, State of Florida
Commission No. CC 545695
My Commission Expires 6/17/00
Bonded Through Flu. Noway Service & Bonding Co.

(Print, Type or Stamp Name)
I am a Notary Public in and for
the State of Florida and my
commission expires \_\_\_\_\_.

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

The following is submitted in compliance with chapter 48.091, Florida Statutes.

LANDMARK FUNDING CORPORATION, a corporation organized under the laws of the State of Florida, with its principal office at 950 South Tamiami Trail, Sarasota, Florida 34236, has named LAWRENCE M. HANKIN, P.A., located at 2033 Main Street, Suite 400, Sarasota, Florida 34237, as its registered agent at said initial registered office, to accept service of process within this State.

LAWRENCE M/ WANKIN, P.A.

LAWRENCE M. HANKIN, President

Subscriber

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, 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.

LAWRENCE M. HANKIN, President

Registered Agent