

P97000095580



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 593459 6471A

AUTHORIZATION :

*Patricia Page*

COST LIMIT : \$ 122.50

FILED  
97 NOV -7 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 7, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 593459-005

CUSTOMER NO: 6471A

CUSTOMER: Steven R. Bechtel, Esq  
MATEER & HARBERT, P.A.

400002341314--5

P. O. Box 2854

Orlando, FL 32802-2854

DOMESTIC FILING

NAME: EMS MEDICAL DIRECTORS, 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: Daniel W Leggett

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

RECEIVED  
97 NOV -7 AM 11:28  
DIVISION OF CORPORATION

SN NOV -7 1997

6

**ARTICLES OF INCORPORATION**

**OF**

**EMS MEDICAL DIRECTORS, P.A.**

000000  
97 NOV -7 11:49  
SECRETARY  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a professional corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is EMS MEDICAL DIRECTORS, P.A.

**ARTICLE II - NATURE OF BUSINESS**

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

To engage in every phase and aspect of the practice of medicine to the public as such professional services are authorized under the laws of the State of Florida, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed to practice medicine under the laws of the State of Florida.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes or the attainment of the objectives of this corporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### 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 Thousand (1,000) shares of common stock having a par value of \$1.00 per share. None of such shares of the corporation may be issued to anyone other than an individual duly licensed to practice medicine in Florida.

### ARTICLE IV - DURATION

This corporation shall have perpetual existence.

### ARTICLE V - PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation shall be located at 6435 Dunlieth Place, Pensacola, Florida 32504.

The street address of the initial registered office of this corporation is 4930 Glover Lane, Milton, Florida 32570, and the name of the initial registered agent of this corporation is DOMINIC PERSICHINI.

### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however there shall never be less than one director. The name and address of the initial members of the Board of Directors of the corporation is:

<u>Name</u>	<u>Address</u>
PETER M. MANIS, M.D.	6435 Dunlieth Place Pensacola, Florida 32504
CHARLES L. NEAL, D.O.	1129 Soundview Trail Gulf Breeze, Florida 32561
RICHARD SLEVINSKI, M.D.	4300 Whiteleaf Circle Pensacola, Florida 32504

## ARTICLE VII - SUBSCRIBER

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

<u>Name</u>	<u>Address</u>
STEVEN R. BECHTEL	225 E. Robinson Street, Suite 600 Orlando, Florida 32801

## ARTICLE VIII - INDEMNIFICATION

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

## ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangements of sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issue of any type stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with shareholder agreements or the Bylaws of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with shareholder agreements or the Bylaws of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber to these Articles of Incorporation, has set his hand and seal this 6<sup>th</sup> day of November, 1997.

Steven R. Bechtel  
Print Name: Steven R. Bechtel

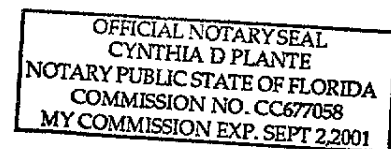
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 1997, by Steven R. Bechtel, who is (check one): ☒ personally known to me or ☐ has produced \_\_\_\_\_ (type of identification) as identification.

Cynthia D. Plante  
Name: Cynthia D. Plante  
(Print Name)

Notary Public - State of Florida

My Commission Expires: 9/2/01

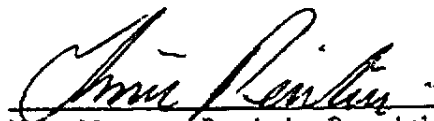


IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

EMS MEDICAL DIRECTORS, P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Pensacola, Escambia County, State of Florida, has named Dominic Persichini, located at 4930 Glover Lane, Milton, Florida 32570 as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process 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 said Act relative to keeping open said office.

  
Print Name: Dominic Persichini  
(Registered Agent)

FILED  
97 NOV -7 AM 11:49  
TALLAHASSEE, FLORIDA