

P970000 98716

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**EFFECTIVE DATE**  
11-14-97

John P. Cella, M.D., P.A.

RECEIVED

97 NOV 19 AM 9:50

DIVISION OF CORPORATION

**EFFECTIVE DATE**  
11-14-97

Signature \_\_\_\_\_

Requested by: John

Name \_\_\_\_\_

Date 11/18

Time 9:25

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File 400002351474-4

Fictitious Name File \*\*\*\*122.50 \*\*\*\*122.50

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

97 NOV 19 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 NOV 19 97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 19, 1997

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: JOHN P. CELLA, M.D., P.A.  
Ref. Number: W97000026118

FILED  
97 NOV 19 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for JOHN P. CELLA, M.D., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 997A00055445

RECEIVED  
97 NOV 19 PM 3:20  
DIVISION OF CORPORATION  
*Corrected*

**ARTICLES OF INCORPORATION**  
**OF**  
**JOHN P. CELLA, M.D., P.A.**

FILED  
97 NOV 19 PM 4:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional association for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name and Mailing Address**

The name of this professional association shall be:

**John P. Cella, M.D., P.A.**

The address of the principal office and the mailing address of this professional association is:

**751 Pinellas Bayway, No. 109  
Tierra Verde, Florida 33715**

**ARTICLE II**

**Existence of Corporation**

This professional association shall begin existence on November 14, 1997 and shall have perpetual existence.

**EFFECTIVE DATE**  
**11-14-97**

### ARTICLE III

#### Purposes

This corporation may engage in the transaction of any or all lawful business for which professional associations may be incorporated under the laws of the State of Florida, including, but not limited to, medical practice.

### ARTICLE IV

#### Powers

The professional association shall have all such powers as may be necessary or desirable to carry out the business of the corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes (1995), as may be amended from time-to-time.

### ARTICLE V

#### Capital Stock

(a) The professional association shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the professional association shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors

at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(c) In the election of directors of this professional association there shall be no cumulative voting of the stock entitled to vote at such election.

(d) There shall be no preemptive rights granted to the holders of any stock in the corporation.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the professional association's initial registered office is:

751 Pinellas Bayway, No. 109  
Tierra Verde, Florida 33715

and the name of the professional association's initial registered agent at such address is:

**John P. Cella**

The professional association may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes (1995), as may be amended from time-to-time.

## ARTICLE VII

### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
John P. Cella	751 Pinellas Bayway, No. 109 Tierra Verde, Florida 33715

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the professional association and without amendment to these Articles of Incorporation.

#### ARTICLE VIII

##### Incorporators

The name and address of each incorporator of this professional association is as follows:

<u>Name</u>	<u>Address</u>
John P. Cella	751 Pinellas Bayway, No. 109 Tierra Verde, Florida 33715

#### ARTICLE IX

##### Indemnification

The professional association shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes (1995), as amended from time-to-time.

## **ARTICLE X**

### **Control Share Acquisitions**


The corporation does hereby elect, pursuant to Subsection 607.0902(5), Florida Statutes (1995), to exempt itself from the provisions pertaining to control share acquisitions as contained in Sections 607.0902, 607.1301, 607.1302, and 607.1320, Florida Statutes (1995).

## **ARTICLE XI**

### **Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
**John P. Cella,**  
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes (1995).

DATED this 14<sup>th</sup> day of November, 1997.

John P. Cella  
John P. Cella,  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF PINELLAS   )

BEFORE ME, the undersigned authority, on this 14<sup>th</sup> day of November, 1997, personally appeared **John P. Cella**, me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



**RITA M. HOLSTON**  
MY COMMISSION # CC446394 EXPIRES  
March 26, 1999  
BONDED THRU TROY PAIN INSURANCE, INC.

Rita M. Holston  
Name: \_\_\_\_\_  
Notary Public for State of Florida  
(SEAL)  
☒ Personally Known    ☐ ID Produced  
My Commission Expires: \_\_\_\_\_

EFFECTIVE DATE  
11-14-97

FILED  
97 NOV 19 PM 4:45  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE