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AUTHORIZATION *Patricia Papp*

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ORDER DATE : December 17, 1997

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ORDER NO. : 638939-005

CUSTOMER NO: 88335A

CUSTOMER: Mark F. Dahle, Esq  
MARK F. DAHLE, ESQ  
P.O. Box 6629  
Lakeland, FL 33807-6629

DOMESTIC FILING

NAME: J. ROGER DEMOSTHENES, 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: Cindy Harris

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CORPORATION

EFFECTIVE DATE

12/16/97

ARTICLES OF ASSOCIATION  
OF

J. ROGER DEMOSTHENES, M. D., P.A.  
(A Florida Professional Service Corporation)

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1.0 RECITALS.

The undersigned does hereby organize a Professional Corporation under the Florida Professional Service Corporation and Limited Liability Company Act (the "Act"), which will have the advantages of continuity of life, transferability of interests, property ownership, centralized management, limited liability and management control common to a corporate form of organization, and in consideration of the mutual covenants and agreements herein contained, does hereby form this Corporation as a Professional Association and adopts these Articles of Association:

1.1 EFFECTIVE DATE, EXECUTION DATE.

Organization is effective December 16, 1997. These Articles are executed December 16, 1997.

1.2 PARTIES, NAME AND ADDRESS OF ENTITY.

The original Incorporator of the Association is J. Roger Demosthenes, M. D. The name of this Association is J. Roger Demosthenes, M. D., P. A., (the "Association").

1.3 PURPOSES AND POWERS.

The purpose and general nature of the Association's business is: (a) To engage in the general practice of medicine, including, but not limited to medical services to the general public, and to do any and all acts necessary or desirable, incidental to or connected therewith, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of

investment, and own real or personal property necessary or appropriate to the rendering of such professional services.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or

municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call, with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as an agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of an interest in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, deemed suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise,

develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida; and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

The Association shall in addition have any and all powers and privileges granted to corporations generally under the laws of the State of Florida, except only to the extent that such powers and privileges may be restricted by the provisions of the Act, as amended.

**1.4 DURATION.**

The term of existence of this Association shall be perpetual.

**1.5 NATURE OF ENTITY.**

This Association shall be endowed to the extent permitted by law with all the attributes of a corporation, and shall be treated as a corporation for purposes of taxation and all other purposes, subject however, to the requirement of law that any relationship between the Shareholder members, officers and employees of the Association as doctors and their patients and customers shall be direct, personal and confidential. In all matters relating to the fiscal and business management of the Association, the relationship between the Shareholder members and the Association shall in all respects be identical to that which would exist were the Association a corporation. It is contemplated that the Shareholder members of the Association shall be employees of the Association and subject to its management and control in the same manner as other employees, notwithstanding their stock ownership in the Association.



**1.6 PRINCIPAL PLACE OF BUSINESS.**

The initial principal place of business of the Association is located at 317 West Fifth Street, Lakeland, Florida. The mailing address of the Association is 317 West Fifth Street, Lakeland, Florida 33805.

**2.0 CAPITAL STOCK.**

The total authorized capital stock of this Association shall consist of one thousand (1,000) shares of common stock having no par value. The initial stated capital shall be One Thousand and no/100ths (\$1,000.00) Dollars. The holders of such shares shall be treated in all respects as Shareholders in regular business corporations and their rights shall be determined by the Act, as amended, subject only to: the provisions of the Act, the Articles of Association and By-laws of this Association, and any private agreements among the Shareholders.

**2.1 RESTRICTED STOCK.**

Only persons licensed by the State of Florida to practice medicine and their related entities shall acquire or own any interest in the capital stock of this Association. It is specifically provided that the Shareholders of this Association and the Association itself may enter into agreements restricting the alienation of capital stock or providing for the redemption or purchase of such stock, as freely as they might with respect to capital stock of a regular business corporation, and any such agreements shall be deemed to be made pursuant to these Articles of

Association as fully as if stated in full herein. This provision specifically gives notice to third parties of any such agreements.

No Shareholder member of this Association 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 or her shares. This shall not preclude voting by proxy. No cumulative voting is permitted.

## **2.2 INITIAL SUBSCRIPTIONS.**

The name and addresses of all subscribers to the initial capital stock in this Association are as follows:

J. Roger Demosthenes, M. D.    1985 Ninth Street Southeast  
Winter Haven, Florida 33880

## **3.0 MANAGEMENT AND CONTROL.**

### **3.1 BY-LAWS.**

The Shareholders shall adopt By-laws governing the conduct of the Association. Voting and dispute resolution provisions shall be subject to any Shareholder Agreements dealing with the control and management of the Association's affairs.

### **3.2 BOARD OF DIRECTORS.**

The conduct and management of the business of this Association shall be controlled by a Board of not less than one (1) and not more than three (3) Directors who shall be elected by the Shareholders from among the Shareholders. Majority voting shall control.

### **3.3 OFFICERS.**

The Board of Directors shall elect officers, whose powers and duties shall be as set forth in the By-laws.

#### 4.0 DISSOLUTION.

The Association shall exist in perpetuity notwithstanding the death, insanity, incompetency, conviction for felony, bankruptcy, resignation, withdrawal, transfer of shares, retirement or expulsion of any Shareholder.

The Association may, however, be dissolved by a two-thirds vote of Shareholders in the same manner as a regular business corporation.

#### 5.0 EXECUTION.

##### 5.1 PARTIAL INVALIDITY.

If any phrase, clause, sentence, paragraph, or provision of these Articles of Association is found to be void or illegal, such partial invalidity shall not impair nor affect the remainder of these Articles, and the parties hereto agree to the validity and binding effect of the remainder of all provisions.

##### 5.2 AMENDMENT.

These Articles may be amended, altered, or supplemented at any time upon the affirmative vote of the holders of two-thirds (2/3) of all outstanding shares, at any regular or special meeting called for such purpose.

##### 5.3 REGISTERED AGENT AND OFFICE.

In compliance with Chapters 48 and 607, Florida Statutes, J. Roger Demosthenes, M. D., P. A. does hereby designate J. Roger Demosthenes, M. D. as its registered agent, and 317 West Fifth Street, Lakeland, Lakeland, Florida 33805 as its registered office.

5.4 EXECUTION.

IN WITNESS WHEREOF, the undersigned have, this 16th day of December, 1997, signed these Articles, agreeing thereby to become a Shareholder of the Association and, during such membership, to abide by these Articles and all By-laws enacted hereunder.

WITNESSES

Matt L. Dahl  
Rosalie Richardson

J. Roger Demosthenes  
J. Roger Demosthenes, M. D.

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing J. Roger Demosthenes, M. D., P. A., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

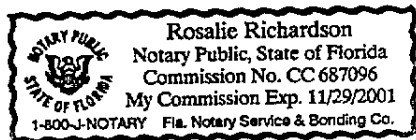
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DIVISION OF CORPORATIONS

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Association were acknowledged before me this 16th day of December, 1997 by J. Roger Demosthenes, M. D.,

the person named in the foregoing Articles of Association as  
Incorporator and Subscriber.



Rosalie Richardson  
Rosalie Richardson  
Notary Public, State of Florida  
My Commission Expires:  
November 29, 2001

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