

# P97000107024

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December 17, 1997

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Brevard Cardiothoracic Surgeons, P.A. Our check for \$122.50 is also enclosed.

Thank you for your assistance in this regard.

Very truly yours,

*Jayne A. Brogan*  
JAYNE A. BROGAN, CLA  
Paralegal

Enclosures

FILED  
97 DEC 19 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature/initials*  
12/22/97

ARTICLES OF INCORPORATION  
OF  
BREVARD CARDIOTHORACIC SURGEONS, P.A.

FILED  
97 DEC 19 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby forms 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 BREVARD CARDIOTHORACIC SURGEONS, P.A.

ARTICLE II - ADDRESS

The principal office address of the corporation is 1355 South Hickory Street, Melbourne, FL 32901.

ARTICLE III - 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 Doctor of Medicine duly licensed 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 therein.

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 IV - 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 \$1.00 per share, which may be fractional shares.

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 nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or

thing 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 V - DURATION

This corporation shall exist perpetually.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 W. Hibiscus Blvd., Suite 138  
Melbourne, FL 32901

The name of the initial registered agent of this corporation at that address shall be:

Philip F. Nohr, Esquire

#### ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by 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.

#### ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and street address of the initial member of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

| <u>Name</u>                                    | <u>Street Address</u>                         | <u>Office</u>                                   |
|------------------------------------------------|-----------------------------------------------|-------------------------------------------------|
| Michael A. Greene, M.D.<br>(Surgical Director) | 1355 South Hickory St.<br>Melbourne, FL 32901 | Director<br>President<br>Secretary<br>Treasurer |

#### ARTICLE IX - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles, who is a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida:

| <u>Name</u>                                    | <u>Address</u>                                |
|------------------------------------------------|-----------------------------------------------|
| Michael A. Greene, M.D.<br>(Surgical Director) | 1355 South Hickory St.<br>Melbourne, FL 32901 |

#### 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 Doctor of Medicine 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 cor-

poration 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 - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

#### ARTICLE XII - 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 objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for 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.

B. 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, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. 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 plan.

ARTICLE XIII - AMENDMENT

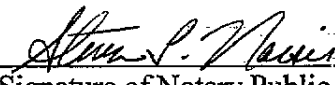
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10<sup>th</sup> day of December, 1997.

 (SEAL)  
MICHAEL A. GREENE, M.D.,  
Incorporator

STATE OF KENTUCKY  
COUNTY OF Jefferson

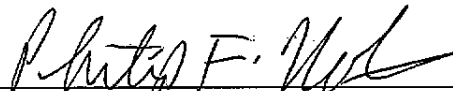
The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of December, 1997, by MICHAEL A. GREENE, M.D.

  
Signature of Notary Public

STEVEN T. NAISER  
(Print Name)  
Notary Public  
My Commission Expires: 6-28-98

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of BREVARD  
CARDIOTHORACIC SURGEONS, P.A., I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
PHILIP F. MOHRR, ESQUIRE

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97 DEC 19 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA