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ARNOLD & BURGUIERES

ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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ROBERT E. BURGUIERES, P.A.

CHARLES F. ARNOLD, P.A.

May 18, 1998

Secretary of State  
Division of Corporations  
Attn: New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/19/98--01060--007  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Incorporation of Peter L. Kovacs, M.D., P.A.**  
**Our File No: 398101**

Gentlemen:

Enclosed please find original executed Articles of Incorporation for the above-referenced newly formed corporation, together with the registered agent acceptance. Please file the same with official records and return a certified copy of the articles for our file, which copy is enclosed together with a pre-addressed stamped envelope.

A check in the sum of \$122.50 is attached. Please call my office with any questions or are in need of additional information. Thank you for your prompt attention to this matter.

Very truly yours,



Charles F. Arnold  
Attorney at Law

CFA:egs

Enc: original Articles of Incorporation, copy of same, pre-addressed stamped envelope and check for \$122.50

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/15-21-98

**ARTICLES OF INCORPORATION**

**OF**

**PETER L. KOVACS, M.D., P.A**

The undersigned, who is duly licensed to practice Medicine in the State of Florida, for the purpose of forming a Professional Service Corporation under the laws of the State of Florida in accordance with Chapter 607 and 621 Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is PETER L. KOVACS, M.D., P.A.

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose for which the corporation is organized is to engage in and practice the profession of Medicine under the laws of the State of Florida under the Florida Professional Service Corporation Act and further engage in all business matters necessary and proper in connection with such practice.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7,500) all of which shall be of a single class of voting common shares

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having a par value of One Dollar (\$1.00) per share.

## **ARTICLE V**

### **PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

## **ARTICLE VI**

### **TRANSFER RESTRICTIONS**

No share of stock of this Corporation shall be issued or transferred to any person whom is not a physician duly licensed to practice medicine under the Laws of the State of Florida. Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price terms, and conditions of such proposed sale or transfer,

the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholder, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation which copy of said Articles may be obtained from the corporation's office."

## **ARTICLES VII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered principal office of the corporation is 3101

University Blvd., #205, Jacksonville, FL 32216, and the name of the initial Registered Agent of the corporation is Charles F. Arnold, located at 1701 Ninth Street North, St. Petersburg, Florida 33704.

## **ARTICLE VIII**

### **DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. The corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial Directors initially selected are as follows:

<u>Name</u>	<u>Address</u>
Peter L. Kovacs, M.D.	3101 University Blvd., #205, Jacksonville, FL 32216

## **ARTICLE IX**

### **INCORPORATORS**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Peter L. Kovacs, M.D.	3101 University Blvd., #205, Jacksonville, FL 32216

## **ARTICLE X**

### **BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the directors.

## **ARTICLE XI**

### **PROFESSIONAL SERVICES**

The professional services of the Corporation shall be rendered only through officers, employees, and agents whom are duly licensed and or otherwise legally authorized to practice

medicine within the State of Florida. Professional Services shall be rendered in case by the officer, employee, or agent designated solely by this corporation, acting through its duly elected officers and no employee, officer or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is designated to the patient. This provision shall not be applicable to the extent to which it is in conflict with law or the professional rules governing the practice of Medicine within the State of Florida.

## **ARTICLE XII**

### **AMENDMENT**

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

## **ARTICLE XIII**

### **INDEMNIFICATION**

This corporation shall indemnify any officer, director, agent or employee and any former officer, director, agent or employee to the fullest extent permitted by law, including but not limited to indemnification for counsel fees.

IN WITNESS WHEREOF, the undersigned has subscribed his hand this 15 day of May, 1998.

Peter L. Kovacs MD  
Peter L. Kovacs, M.D.

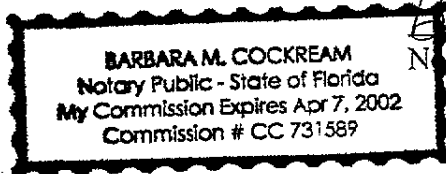
STATE OF FLORIDA

COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared Peter L. Kovacs at the time of notarization, who did take an oath and who is personally known to me, ~~or who produced a Florida Driver's License as identification~~, executed the foregoing for the purposes therein contained.

WITNESS my hand and official seal in said County and State the 15<sup>th</sup> day of May, 1998.

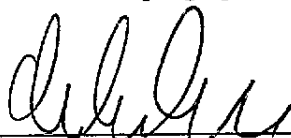
(SEAL)



Barbara M. Cockream  
Notary Public, State of Florida

**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place specified in Paragraph VII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office

  
Charles F. Arnold, Esquire

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TALLAHASSEE, FLORIDA