

# CAPITAL CONNECTION, INC.

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Heart & Florida  
Anesthesia Associates,  
D.A.

☒ Art of Inc. File

\_\_\_ LTD Partnership File

\_\_\_ Foreign Corp. File

\_\_\_ L.C. File

\_\_\_ Fictitious Name File

\_\_\_ 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

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

98 JUN -1 AM 11:49  
DIVISION OF CORPORATION

RECEIVED

Signature

Requested by LS

Date 6/1/98

Time 11:05

Name

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Walk In

Will Pick Up

RP  
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**ARTICLES OF INCORPORATION  
OF  
HEART OF FLORIDA ANESTHESIA ASSOCIATES, P.A.**

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The undersigned natural persons, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporators for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be HEART OF FLORIDA ANESTHESIA ASSOCIATES, P.A.

**ARTICLE II**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by MIGUEL A. MONTEJO, M.D. and ANNE B. MERWIN, M.D.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

Shares of the corporation's stock and certificates shall be issued only to individuals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

### ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

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

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## ARTICLE VI

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the shareholders must be approved by a majority of the shareholders.

## ARTICLE VII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

ANNE B. MERWIN, M.D.  
413 Aqua Vista Drive  
Haines City, FL 33844

MIGUEL A. MONTEJO, M.D.  
2403 Berkshire Lane  
Winter Haven, FL 33884

## ARTICLE VIII

The initial registered agent of the corporation is: ANNE B. MERWIN, M.D. The street address of the corporation's initial registered office is: 1615 Highway 27 North, Davenport, FL 33837.

## ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 1615 Highway 27 North, Davenport, FL 33837.

## ARTICLE X

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI

The names and addresses of the incorporators to these Articles of Incorporation are:

ANNE B. MERWIN, M.D.  
413 Aqua Vista Drive  
Haines City, FL 33844

MIGUEL A. MONTEJO, M.D.  
2403 Berkshire Lane  
Winter Haven, FL 33884

The undersigned incorporators have executed these Articles of Incorporation this  
26 day of May, 1998.

Anne B. Merwin  
ANNE B. MERWIN, M.D., Incorporator

Miguel A. Montejo  
MIGUEL A. MONTEJO, M.D., Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 26 day of May, 1998, by ANNE B. MERWIN, M.D. [☒] who is personally known to me or [☐] who has produced \_\_\_\_\_ as identification.

Susan Joan Maurer  
Notary Public/State of Florida at Large

My Commission Expires:

SUSAN JOAN MAURER  
Notary Public - State of Florida  
My Commission Expires Apr 14, 2001  
Commission # CC612931

(SEAL)

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 26 day of May, 1998, by MIGUEL A. MONTEJO, M.D. [☒] who is personally known to me or [☐] who has produced \_\_\_\_\_ as identification.

Susan Joan Maurer  
Notary Public/State of Florida at Large

My Commission Expires:

(SEAL)

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of HEART OF FLORIDA ANESTHESIA ASSOCIATES, P.A. which is contained in the foregoing Articles of Incorporation.

DATED this 26 day of May, 1998.

Anne B. Merwin MD  
ANNE B. MERWIN, M.D., Registered Agent

C:\BJK\CLIENTS\g-h\HeartofFL\ARTIC.INC.wpd ♦ May 21, 1998

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