

P980000087380

CAPITAL CONNECTION, INC.

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

Helping Hands, P.A.

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*****78.75 *****78.75

Signature _____

Requested by: Chris

10.12

9:17

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ 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 _____

98 OCT 13 AM 10:43

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT 12 AM 9:45

RECEIVED

Printout OCT 13 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 12, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: HELPING HANDS, P.A.
Ref. Number: W98000023116

We have received your document for HELPING HANDS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00050488

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ARTICLES OF INCORPORATION

OF

Helping Hands Surgical First Assistants, P.A.

A Florida Professional Service Corporation

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of the corporation is Helping Hands Surgical First Assistants, P.A. The principal office and mailing address of the corporation is 2480 Ocean Shore Blvd., Unit 119, Ormond Beach, Florida 32176.

ARTICLE II - PURPOSE

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 of the nursing profession, and all of its fields of specialty; with such professional services being provided only through its officers, agents, independent contractors, and employees who shall be nurses in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- b) To engage in no other business other than the rendition of the professional services specified herein.
- c) 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 - CAPITAL STOCK

- a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.
- b) The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

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

d) All Shareholders shall have preemptive rights in future stock sales by the corporation.

ARTICLE IV - DURATION

The corporation shall have perpetual existence, commencing upon execution of these Articles.

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the corporation's initial Registered Agent are:

Beverly Primeau
2480 Ocean Shore Blvd., Unit 119
Ormond Beach, Florida 32176

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator are:

Beverly Primeau
2480 Ocean Shore Blvd., Unit 119
Ormond Beach, Florida 32176

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the Shareholders, but shall never be less than one (1). The name and address of the initial Director of the corporation are:

Beverly Primeau
2480 Ocean Shore Blvd., Unit 119
Ormond Beach, Florida 32176

ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, Shareholder, agent or employee of the 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 continued rendering of such professional services, then he 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 or other Shareholders shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken, or to be taken, by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors and Shareholders, provided such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on October 6, 1998.


Beverly Prineau, Incorporator

REGISTERED AGENT DESIGNATION

Having been named as Registered Agent for the above-styled corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Beverly Primeau

Beverly Primeau, Registered Agent

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