

P98000098669

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

98 NOV 24 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

☒ Walk in

☐ Pick up time

ASAP

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700002694957--1
-11/24/98--01010--009
*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

T. SMITH NOV 24 1998

VED
AM 8:41
F. STATE
CRATIM
17 8 11 42 NOV 86

Examiner's Initials

ARTICLES OF INCORPORATION

OF

JACK E. BARON, M.D., P.A.

FILED
98 NOV 24 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. - NAME

The name of the professional service corporation is JACK E. BARON, M.D., P.A.

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2061 Englewood Road, Century Plaza Suite 2, Englewood, Florida 34223.

ARTICLE III. - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property for the rendering of professional services.

ARTICLE IV. - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V. - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1861 Placida Road, Suite 204, Englewood, Florida 34223. The name of the initial registered agent at that address is MIKO P. GUNDERSON.

ARTICLE VII. - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

<u>Name</u>	<u>Address</u>
Jack E. Baron	2061 Englewood Road Century Plaza Suite 2 Englewood, Florida 34223

ARTICLE VIII. - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber are:

<u>Name</u>	<u>Address</u>
Miko P. Gunderson	1861 Placida Road Suite 204 Englewood, Florida 34223

ARTICLE IX. - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. - INDEMNIFICATION

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the director or officer in connection with any proceeding to which the director or officer may be a party, or in which the director or officer may become involved, by reason of the director or officer being or having been a director or officer of the corporation, at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's or officer's required duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors shall approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. At the expense of the corporation, the directors are authorized upon majority vote to obtain director's and officer's liability insurance.

ARTICLE XI. - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on November 20, 1998.

Donna Santarone
Name: Donna Santarone

Lucia Shoemaker
Name: LUCIA Shoemaker

Miko P. Gunderson
MIKO P. GUNDERSON

STATE OF FLORIDA)
)
COUNTY OF CHARLOTTE)

The foregoing Articles of Incorporation were acknowledged before me this 20TH day of November, 1998, by MIKO P. GUNDERSON, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Donna Santarone
Notary Public, State of Florida
My Commission Expires:



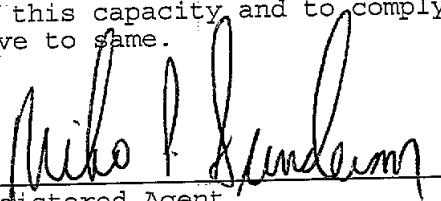
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

JACK E. BARON, M.D., P.A., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has designated MIKO P. GUNDERSON, whose street address is 1861 Placida Road, Suite 204, Englewood, Florida 34223 as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Registered Agent

53018A01

FILED
98 NOV 24 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA