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FLORIDA PROFIT CORPORATION OR P.A.

Vascular & Aesthetic Associates of South Florida, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION
OF****VASCULAR & AESTHETIC ASSOCIATES OF SOUTH FLORIDA, P. A.**

The undersigned subscriber to these Articles of Incorporation, being a doctor of medicine duly licensed to render medical services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

1. Name. The name of the corporation is Vascular & Aesthetic Associates of South Florida, P. A. (the "Corporation").

2. Nature of Business. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering the same medical services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, provided such medical services shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render medical services.

(b) To invest the funds of the 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 professional medical services.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Corporation.

David G. Bates, Esq.
FL Bar #0035451
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401
(561) 655-1980

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The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

3. Capital Stock. The Corporation is authorized to issue 10,000 shares of common stock having a par value of \$0.01 per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to render medical services in the State of Florida.

4. Duration. The Corporation shall have perpetual existence. —

5. Address. The initial principal place of business and mailing address of the Corporation shall be: 1212 Bauhinia Road, Delray Beach, FL 33483.

6. Registered Office and Agent. The street address of the initial registered office of the Corporation is 1212 Bauhinia Road, Delray Beach, FL 33483, and the name of the initial registered agent of the Corporation at that address is Bruce A. Ruoff, M.D.

7. Directors. The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Bruce A. Ruoff, M.D.
1212 Bauhinia Road
Delray Beach, FL 33483

8. Incorporator. The name and street address of the person signing the Articles of Incorporation, who is a doctor of medicine licensed under the laws of the State of Florida to render services as such, is:

Bruce A. Ruoff, M.D.
1212 Bauhinia Road
Delray Beach, FL 33483

9. Voting Trusts. No shareholder of the Corporation 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.

10. Restraint on Alienation of Shares. If any shareholder of the Corporation shall become legally disqualified to practice medicine in the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon his

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continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation.

11. Corporate Powers The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except to the extent that any provision of such act is in conflict with the Florida Professional Service Corporation and Limited Liability Company Act, in which case such Florida Professional Service Corporation and Limited Liability Company Act shall prevail.

12. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

13. Bylaws. Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

14. Indemnification. The Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, except to the extent that any provision of such act is interpreted to be in conflict with the Florida Professional Service Corporation and Limited Liability Company Act, in which case such Florida Professional Services Corporation and Limited Liability Company Act shall prevail, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

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15. Beginning of Corporate Existence. The date when corporation existence shall begin shall be MARCH 30, 1999.


Bruce A. Ruoff, M.D.

Dated: 22. March 1999

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Vascular & Aesthetic Associates of South Florida, P. A., a Florida professional association, (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 

Bruce A. Ruoff, M.D.

Dated: 22. March, 1999

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