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EFFECTIVE DATE

3-22-99

March 22, 1999

New Filings Section
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

100002818581--G

-03/25/99-01080-022

****122.50 ****78.75

Re: Mary Beard Stegman, M.D., P.A.

Gentlemen:

Please find enclosed the original executed Articles of Incorporation for the above referenced corporation for filing.

Also enclosed is a check in the amount of \$122.50 for the various filing fees and a certified copy.

It would be appreciated if you would return the certified copy of the Articles of Incorporation directly to me at the above address.

Thank you for your assistance in this matter.

Sincerely,

James M. Costello

JMC:mapr

Enclosures

FILED
99 MAR 25 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-30-99
5

EFFECTIVE DATE
3-22-99

FILED
99 MAR 25 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARY BEARD STEGMAN, M.D., P.A.**

The undersigned professional licensee, for the purpose of forming a professional services corporation under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
(Name and Mailing Address)**

The name of the corporation is MARY BEARD STEGMAN, M.D., P.A, and its mailing address is 9371 Cypress Lake Drive, Fort Myers, Florida 33919, Suite #18.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III
(Purpose)**

The general purposes for which this professional service corporation is organized are to engage in every phase and aspect of medical services and such other ancillary activities as are lawfully incidental to or connected with the operation of such business. 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 necessary for the rendering of professional service.

**ARTICLE IV
(Capital Stock)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this professional service corporation is 9371 Cypress Lake Drive, Fort Myers, Florida 33919, and the name of the initial registered agent of this corporation at that address is JAMES C. HEALY.

**ARTICLE VI
(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his *pro rata* share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
(Initial Board of Directors)**

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

MARY BEARD STEGMAN
9371 Cypress Lake Drive, Suite #18
Fort Myers, Florida 33919

JAMES C. HEALY
9371 Cypress Lake Drive, Suite #18
Fort Myers, Florida 33919

**ARTICLE VIII
(Incorporators)**

The name and address of the person signing these Articles is MARY BEARD STEGMAN, M.D., 9371 Cypress Lake Drive, Fort Myers, Florida 33919.

**ARTICLE IX
(Bylaws)**

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

**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

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of MARY BEARD STEGMAN, M.D., P.A., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

Executed this 22nd day of March, 1999.


JAMES C. HEALY, Registered Agent

FILED
99 MAR 25 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA