

PREVATT ENGLAND & TAYLOR

ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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POST OFFICE BOX 2920  
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P99000032918

April 2, 1999

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32314

400002830104--8  
-04/06/99--01010--004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Stephen J. Vanasco, D.O., P.A.

Dear Secretary:

Enclosed herewith are the Articles of Incorporation for the subject corporation together with a check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$122.50

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,

*Karen J. Prevatt*  
Karen J. Prevatt

Enclosures

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FILED  
99 APR -6 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*[Handwritten signature]*

**ARTICLES OF INCORPORATION**  
**OF**  
**STEPHEN J. VANASCO, D.O., P.A.**

FILED  
99 APR -6 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to practice medicine under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

**ARTICLE ONE**

The name of the Corporation is STEPHEN J. VANASCO, D.O., P.A.

**ARTICLE TWO**

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 professional services to the public that a physician, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

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 objects 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 objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects 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.

### ARTICLE THREE

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. None of the shares of the Corporation may be issued to anyone other than an individual, a professional corporation or a professional limited liability company duly licensed to practice medicine in the State of Florida.

### ARTICLE FOUR

The Corporation is to exist perpetually.

### ARTICLE FIVE

The initial post office address of the principal office of the Corporation in the State of Florida is 436 Casey Key Road, Nokomis, Florida 34275.

### ARTICLE SIX

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the entire Board shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be one (1).

### ARTICLE SEVEN

The name and street address of the sole member of the first Board of Directors:

Name

Address

STEPHEN J. VANASCO, D.O.

436 Casey Key Road  
Nokomis, FL 34275

### ARTICLE EIGHT

The name and street address of the person signing the Articles of Incorporation as the subscriber and as the registered agent of

the corporation, who is a doctor, duly licensed under the laws of the State of Florida to render services as such, is as follows:

STEPHEN J. VANASCO, D.O.  
436 Casey Key Road  
Nokomis, FL 34275

#### ARTICLE NINE

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.

#### ARTICLE TEN

At all elections of directors of the Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected. He may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### ARTICLE ELEVEN

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation; and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

#### **ARTICLE TWELVE**

Any director of the Corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

#### **ARTICLE THIRTEEN**

No shareholder of the Corporation may sell or transfer his share therein except to another individual or professional corporation or professional limited liability company who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved by a fifty-one (51%) percent majority of the stockholders of the corporation. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders or such other agreement as the shareholders may enter into with regard to such an event.

#### **ARTICLE FOURTEEN**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

a. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional medical services.

b. At its option, to purchase and acquire the shares owned and held by any shareholder who dies, provided, however, that the capital of the Corporation is not impaired.

c. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

#### **ARTICLE FIFTEEN**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a

shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29<sup>th</sup> day of March, 1999.

  
STEPHEN J. VANASCO, D.O.

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF HILLSBOROUGH        )

BEFORE ME, the undersigned authority, personally appeared STEPHEN J. VANASCO, D.O., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid this 29<sup>th</sup> day of March, 1999.

  
NOTARY PUBLIC  
My Commission Expires:



Marilyn A. Copeland  
MY COMMISSION # CC493622 EXPIRES  
November 7, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That STEPHEN J. VANASCO, D.O., P.A., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 436 Casey Key Road, Nokomis, Florida 34275., has named STEPHEN J. VANASCO as its agent to accept service of process within this State.

## ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 607.

Stephen J. V.  
REGISTERED AGENT

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AMID: 19  
STATE  
FLORIDA  
TALLAHASSEE

## ACKNOWLEDGMENT

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF HILLSBOROUGH )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN J. VANASCO, known to me and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that he executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29th day of March, A.D., 1999.

Marlene A. Capeland  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

