

P99000046806

Memorandum

Date: 5/6/99

To: Department of State, Division of Corporations

From: Ted Matejka

RE: Central Florida Nurse Practitioners Associates, P.A.

300002872753--2

-05/12/99-01075-014

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

Please accept this as my request to return the officially filed Articles of Incorporation to my accountant's office at the address below:

Accounting Advantage Associates, P.A.

210 E. Monument Ave.

Kissimmee, FL 34741



FILED

99 MAY 24 PM 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 1/4/99

M/M 5/24/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 17, 1999

ACCOUNTING ADVANTAGE ASSOCIATES, P.A.
210 E. MONUMENT AVE.
KISSIMMEE, FL 34741

SUBJECT: CENTRAL FLORIDA NURSE PRACTITIONERS ASSOCIATES, P.A.
Ref. Number: W99000011492

We have received your document for CENTRAL FLORIDA NURSE PRACTITIONERS ASSOCIATES, 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 specific nature of business of the professional association must be stated in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 299A00027174

info in Article I

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Central Florida Nurse Practitioners Associates, P.A.

KNOWN ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I NAME

The name of the Corporation shall be Central Florida Nurse Practitioners Associates, P.A. The business of this corporation shall be nursing services.

ARTICLE II EFFECTIVE DATE

The date of corporate existence shall be as soon as these articles are filed with the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which may be issued by this Corporation is One Thousand (1000) shares of common stock, zero (\$0.00) par value.

ARTICLE IV PREEMPTIVE RIGHTS

Each shareholder of any class of stock of the Corporation is entitled to full preemptive rights to purchase any unissued shares of stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued shares of stock; provided, however, each shareholder will have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE V
DURATION**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE VI
PRINCIPAL OFFICE**

The mailing and principal office of this Corporation shall be
115 Saffron Way, Poinciana, Florida 34758.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the Corporation. The Corporation shall have one (1) Director initially. The name and street address of the member of the first Board of Directors of this Corporation, who shall hold office until his successor is elected and qualified, is:

NAME	ADDRESS
Ted Matejka	115 Saffron Way, Poinciana, Florida 34758

**ARTICLE VIII
OFFICERS**

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made thereto, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

The name and address of the initial officer of this Corporation, who shall hold office until his successors are elected and qualified, is:

NAME & ADDRESS

TITLE

Ted Matejka
115 Saffron Way
Poinciana, Florida 34758

President/Secretary/Treasurer

**ARTICLE IX
ADDITIONAL POWERS**

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.
2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.
3. The numbers of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto.
4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and the powers and authorities expressly conferred upon them by statute.
5. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.
6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the Corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.
7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation; provided,

however, that any amendment to Article IV shall require approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE X INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XI RELATED PARTY TRANSACTIONS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, Director or officer, or are members, stockholders, Directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation shall be affected or invalidated by reason a party or parties to, or are interested in such contract, act or association of corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XII REGISTERED AGENT AND OFFICE

The registered agent shall be Ted Matejka, and the registered office address for the above named registered agent is 115 Saffron Way, Poinciana, Florida 34758.

FILED
99 MAY 24 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE XIII
INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is Ted Matejka, 115 Saffron Way, Poinciana, Florida 34758.

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6th day of May 1999.


Ted Matejka, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent, in the State of Florida.

That Central Florida Nurse Practitioners Associates, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Ted Matejka, 115 Saffron Way, Poinciana, Florida 34758, as its agent to accept service of process within this state.

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

5-6-99
Date


Ted Matejka, Registered Agent