

99000047780

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

David D. Dieterich, D.O., P.A.

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-05/25/99--01068--024

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

RECEIVED

25 MAY 25 AM 11:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS

Name

Date 5/25

Time 11:00

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

FILED
1999 MAY 26 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Purinton MAY 25 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 25, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: DAVID D. DIETERICH, D.O., P.A.
Ref. Number: W99000012178

We have received your document for DAVID D. DIETERICH, D.O., 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):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 099A00028802

Corrected

RECEIVED
99 MAY 26 AM 11:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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1999 MAY 26 AM 11: 57

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID D. DIETERICH, D. O., P.A.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a physician duly licensed to render professional services as such within the State of Florida, do hereby associate myself in the formation of a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 608 and 621, Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be DAVID D. DIETERICH, D. O., P.A. and the principal place of business shall be 10785 Ulmerton Road, Largo, Florida 33778.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

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 the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine in such State.

To invest its funds in real estate, mortgages, stocks, bonds or other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or 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 for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or any other State or County and not prohibited by the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited shall not be limited or restricted by reference to, or inference from any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be

construed as powers as well as objects and purposes, all as permitted by law.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice as a physician in the State of Florida. The shares of capital stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

CORPORATE EXISTENCE

This corporation shall exist perpetually unless and until dissolved according to law.

ARTICLE VI

ADDRESS OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The street address of the registered office of this corporation in the State of Florida shall be 10785 Ulmerton Road, Largo, Florida, 33778. The registered agent of said corporation shall be William S. Jonassen, Esq., whose address shall be the same as the registered office of the corporation.

ARTICLE VII

NUMBER OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one (1).

ARTICLE VIII

FIRST BOARD OF DIRECTORS

The name and street address of the member of the First Board of Directors who shall hold office until his successors are elected or appointed and have qualified is:

<u>Name</u>	<u>Address</u>
DAVID D. DIETERICH	10785 Ulmerton Road Largo, Florida 33778

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation is as follows:

Name

Address

DAVID D. DIETERICH

10785 Ulmerton Road
Largo, Florida 33778

The proceeds of the issuance of shares pursuant to the subscriptions of the Subscriber will amount to at least FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE X

BY-LAWS

The Board of Directors shall have the authority to periodically adopt By-Laws consistent with these Articles.

ARTICLE XI

VOTING TRUSTS

No shareholder of this 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.

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ARTICLE XII

ELECTION OF DIRECTORS

At all elections of Directors of this corporation, such directors shall be elected by a majority vote of the shares represented at the meeting held for such purposes.

ARTICLE XIII

TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be affected, invalid, void or voidable because one or more directors or officers of the corporation is or are interested in such contract or transaction as a director or officer of the other corporation or association or otherwise interested in or individually or jointly a party to any contracts or transaction of this corporation or in which this corporation is interested, and no director or officer of this corporation shall incur any liability by reason of the fact that he is or may be interested in any such contract or transaction. A director of the corporation may vote upon any such contract or other transaction of the corporation and may also vote upon any contract or other transaction between the corporation, and any subsidiary, controlled, affiliated or other corporation, association or firm, and the presence of any meeting of the Board of Directors of any such director may be counted in order to determine the presence of a quorum.

ARTICLE XV

REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the shareholders, with or without cause, by a majority vote of the shareholders; any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the Corporation. The manner and form, as well as relevant terms, conditions and details of any such regulatory or restrictive by-laws and/or contracts shall be determined by the shareholders of this corporation, provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such shares. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XVI

ADDITIONAL CORPORATE POWERS

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

This corporation shall have the powers to enter into or become a partner in, any arrangement for sharing of profits, union of interest, or cooperation, joint venture or otherwise with any person, firm, or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of shares of the common stock of this corporation any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of this share, in accordance with the by-laws adopted by the shareholders of this corporation, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder, who dies, in accordance with the By-Laws adopted by the shareholders, or any agreement among said shareholders filed with the corporation, or any agreement between the corporation and one or more of its shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to enter into such plans for the benefit of its employees, as the Board of Directors may deem appropriate including but not limited to one or more of the following:

(a) A pension plan, (b) a profit-sharing plan, (c) a stock bonus plan, (d) a thrift and savings plan, (e) a stock option plan (f) life, medical, disability or other health insurance plan or plans, (g) professional liability plan, (h) other retirement, death benefit or incentive compensation plan or plans.

ARTICLE XVII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned natural person,
competent to contract, hereby adopt these Articles of Incorporation
this 21st day of May, 1999.



DAVID D. DIETERICH

STATE OF FLORIDA:

COUNTY OF PINELLAS:

I HEREBY CERTIFY that on this 21st day of May, 1999 before me
personally appeared **DAVID D. DIETERICH**, who, is personally known to
me or has produced sufficient identification pursuant to **Section**
117.05(5)(b), Florida Statutes, to establish his identity, and
after being by me first duly sworn, deposes and acknowledges he is
the Subscriber described in the foregoing Articles of
Incorporation, and he acknowledged before me that he executed said
Articles of Incorporation as his free and voluntary act and deed,
for the uses and purposes therein set forth.

WITNESS my hand official seal at Largo, Pinellas County, State
of Florida, the day and year last aforesaid.

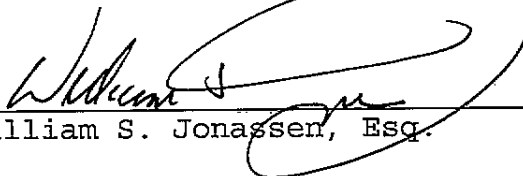




Notary Public
My commission Expires:

ACKNOWLEDGMENT

Having been named as Registered Agent for the above named
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



William S. Jonassen, Esq.

FILED
1999 MAY 26 AM 11:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE