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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 17, 1999
ORDER TIME : 11:58 AM
ORDER NO. : 277727-005
CUSTOMER NO: 8666A

CUSTOMER: William A. Wares, Esq
WILLIAM A. WARES, ESQ
WILLIAM A. WARES, ESQ
4407 Carrollwood Village Dr.
Tampa, FL 33624

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DOMESTIC FILING

NAME: RALPH A. LEON, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: PH

6/21/99 ✓

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99 JUN 21 PM 12:17
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

RALPH A. LEON, M. D., P. A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be:

RALPH A. LEON, M. D., P.A.

ARTICLE II

Principal Office

The principal office of this Corporation is 5915 Memorial Highway, Tampa, Florida 33615 and is the same as its registered office.

ARTICLE III

Business and Purposes

The general purpose for which this Corporation is organized is:

(1) to engage in every phase and aspect of the business of rendering the same professional services to the public that a physician 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;

(2) to invest the funds of this Corporation in real estate, mortgages, stocks, bonds, and any other type of investment and to own real and personal property necessary for the rendering of professional services.

(3) to do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment 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 an association with other corporations, firms, or individuals, or incidental to the furtherance, accomplishment, or attainment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both the objects and purposes of this 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 this Corporation otherwise permitted by law.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 7,000 shares of nonconvertible common stock with a par value of \$1.00 per share, all of which shares are to be of the same class. Each share of

said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this Corporation. The consideration for the issuance of said shares of capital stock shall be money or other property, excluding services and stock or other securities, whether of the issuer or some other corporation, and may be paid, in whole or in part, in cash, or in other property (tangible or intangible) at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No share of stock in this Corporation may be issued, sold, or transferred by the Corporation or any other person or entity except to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which this Corporation is incorporated. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. If any shareholder of this Corporation becomes legally disqualified to render the specific professional services for which this Corporation is incorporated or has restrictions or limitations placed upon his continued rendering of such professional services, for any reason, he shall immediately return and transfer all of his shares to the Corporation.

ARTICLE V

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 5915 Memorial Highway, Tampa, Florida 33615, and the initial registered agent of this Corporation at such office shall be Ralph A. Leon, M. D. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than (15) members, the exact number of directors to be fixed from time to time by the stockholders of the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of

Directors, and the act of a majority of the directors present at or meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this Corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Ralph A. Leon, M. D.	5412 Windbrush Drive Tampa, Florida 33625

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
William A. Wares	4407 Carrollwood Village Dr. Tampa, Florida 33624

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation

in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Incorporation of Provisions of Professional Services Corporation Act

This Corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and, accordingly, the Corporation, its officers, directors, and stockholders shall be subject to all of the provisions of the said Act concerning the formation of the Corporation, the conduct of its business, and the liabilities, rights, privileges, and immunities of the Corporation, its officers, directors, and stockholders, as stated in Chapter 621, Florida Statutes, as the said Chapter now exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles for the uses and purposes therein stated.



WILLIAM A. WARES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this _____ day of _____, 1999, personally appeared William A. Wares, to me well known to be the person described in the foregoing Articles of Incorporation or who produced Florida Driver's License No. _____, as identification, who did take an oath, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Notary Public

My Commission Expires:

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

RALPH A. LEON, M. D., having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in these Articles of Incorporation, hereby agrees and consents to act in that capacity.

DATED this 14th day of June, 1999.


RALPH A. LEON, M.D.