

**David H. Galloway, P.A.**

*Attorney at Law*

506 North Alexander Street

Post Office Box 848

Plant City, Florida 33564-0848

Phone: (813) 754-3438

Fax: (813) 754-7759

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September 9, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

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-09/13/99--01145--020  
\*\*\*122.50 \*\*\*\*\*78.75

Re: DOUGLAS W. SANDERS, M. D., P. A.

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation of Douglas W. Sanders, M. D., P. A., which we would appreciate your filing in your records.

Also enclosed is my check for \$122.50 to cover the following costs:

Filing fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

*David H. Galloway*

DAVID H. GALLOWAY

Enclosures

dhg\corp\Douglas W. Sanders-ltr to file

FILED  
99 SEP 13 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*9-16  
WC*

FILED  
99 SEP 13 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOUGLAS W. SANDERS, M. D., P. A.

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby, is incorporating for the purpose of forming a Professional Service corporation for profit under the provisions of § 607, Florida General Corporation Act, § 621, Florida Professional Service Corporation Act, of the Florida Statutes, and does hereby adopt the following Articles of Incorporation:

*ARTICLE I*

NAME OF CORPORATION

The name of this corporation shall be **DOUGLAS W. SANDERS, M. D., P.A.**

*ARTICLE II*

PURPOSES

The general nature and purpose of the business to be transacted, promoted and carried on by the corporation shall be as follows:

- (a) To engage in every aspect of the licensed practice of general surgery and all related

medical practice as are engaged in by medical doctors.

(b) To engage and render the professional services involved, only through its officers, agents and employees, who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

(c) To invest its funds in real estate mortgages, stock, bonds and any type of investment permitted by law;

(d) To engage in no other business than the rendition of professional services specified herein; and

(e) To do everything necessary and proper in accomplishing the purposes set forth herein and to do any thing incidental thereto which is not forbidden under the laws of the State of Florida.

### *ARTICLE III*

#### *CAPITAL STOCK*

(a) The maximum number of shares of stock the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 par value.

(b) The consideration to be paid for each share shall be payable in lawful money, property, labor or service.

(c) Shares of the corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

*ARTICLE IV*

*PERPETUAL EXISTENCE*

This corporation shall have perpetual existence.

*ARTICLE V*

*REGISTERED AGENT AND ADDRESS*

This address of the corporation's initial office is 1705 U. S. Highway 27 North, Suite 205, Davenport, Florida 33837, and the name of its initial registered agent at said address is DOUGLAS W. SANDERS, M.D.

*ARTICLE VI*

*INCORPORATOR*

The name and address of the incorporator of these Articles is DOUGLAS W. SANDERS, M.D., 2919 Plantation Road, SE, Winter Haven, Florida 33884.

*ARTICLE VII*

*BOARD OF DIRECTORS*

This corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased from time to time by a Resolution of the majority of the stockholders, but shall never be less than one (1). The name and address of the initial Director of the corporation is Douglas W. Sanders, M. D., 2919 Plantation Road, SE, Winter Haven, Florida 33884.

*ARTICLE VIII*

*INFORMAL SHAREHOLDER ACTION*

Any action of the Shareholders may be taken without a meeting and consent in writing setting forth the action so taken, should be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

*ARTICLE IX*

*SEVERANCE, TERMINATION OF EMPLOYMENT*

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which this corporation was organized, or accepts employment that places restrictions or limitations on his continuing rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's share and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

*ARTICLE X*

*INFORMAL DIRECTOR ACTION*

If all directors, severally or collectively, consent in writing to any action taken or to be

taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

*ARTICLE XI*

INDEMNIFICATION

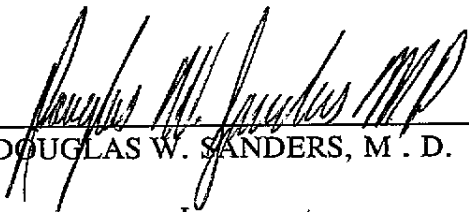
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

*ARTICLE XII*

BY-LAW AMENDMENT

Power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Stockholders, provided that such amendment be in compliance with the laws of Florida govern any professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 2<sup>nd</sup> day of September, 1999.

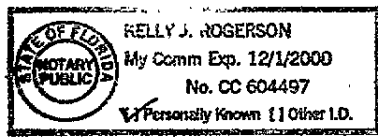
  
\_\_\_\_\_  
DOUGLAS W. SANDERS, M. D.

Incorporator  
and Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared DOUGLAS W. SANDERS, M. D. who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and seal at Davenport, in said County and State, this 2 day of September, 1999.



Kelly J. Rogerson  
Name,  
Notary Public, State of Florida  
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

I, DOUGLAS W. SANDERS, M. D., having been named by Douglas W. Sanders, M. D., P. A. as its registered agent, do hereby accept my appointment as registered agent. The principal place of business of the corporation is 1705 US Highway 27 North, Suite 205, Davenport, Florida 33837, and my address is 2919 Plantation Road, SE, Winter Haven, Florida 33884.

Douglas W. Sanders M.D.  
DOUGLAS W. SANDERS, M. D.