

P99000090037

**ATTORNEYS' TITLE**

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1- SOUTHERN ORTHOPEDIC SPECIALISTS, P.A.

2-

3-

4-

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 12 AM 8:43

APPROVED  
AND  
FILED

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> Non-Profit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

800003013109--9  
-10/13/99--01004--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
REGISTRATION  
TALLAHASSEE, FLORIDA

99 OCT 12 AM 8:42

RECEIVED

Examiner's Initials

OK  
10/12/99

6

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTHERN ORTHOPEDIC SPECIALISTS, P.A.**

APR 11 AM 8:43  
FILED  
99 OCT 12 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice medicine in the state of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be SOUTHERN ORTHOPEDIC SPECIALISTS, P.A. The principal office of this corporation shall be 412 West 19<sup>th</sup> Street, Panama City, Florida 32405. The mailing address of this corporation shall be 412 West 19<sup>th</sup> Street, Panama City, Florida 32405.

**ARTICLE II**

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

A. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by physicians.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the state of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the state of Florida.

### ARTICLE III

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at One Dollar (\$1.00) per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to physicians 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

This corporation shall have perpetual existence.

### ARTICLE V

The address of this corporation's initial registered office is 412 West 19<sup>th</sup> Street, Panama City, Florida 32405, and the name of the corporation's initial registered agent at said address is Samuel L. Combs, III.

### ARTICLE VI

The name and address of the Incorporator is as follows: Samuel L. Combs, III, 412 West 19<sup>th</sup> Street, Panama City, Florida 32405.

### ARTICLE VII

The corporation shall have a Board of Directors consisting of four persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Samuel L. Combs, III, M.D., 412 W 19<sup>th</sup> St, Panama City FL 32405  
W. Roland McArthur, M.D., 406 W 19<sup>th</sup> St, Panama City FL 32405  
Joseph P. Grace, M.D., 402 W 19<sup>th</sup> St, Panama City FL 32405  
Kenneth W. Smith, D.O., 404 W 19<sup>th</sup> St, Panama City FL 32405

### ARTICLE VIII

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall 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

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued 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 shares 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

If all the 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 this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XI

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

#### ARTICLE XII

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is

electd to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

### ARTICLE XIII

The power to adopt, alter, amend or repeal the bylaws 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 governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed this the Articles of Incorporation at Panama City, Florida, for the uses and purposes herein expressed this 8<sup>th</sup> day of October, 1999.

Samuel L. Combs, III  
SAMUEL L. COMBS, III

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of October, 1999 by SAMUEL L. COMBS, III, who is personally known to me or who has produced 2 / 14 (type of identification) as identification and who did take an oath.

Amy P. Franklin  
Signature of Notary Public

Printed Name of Notary Public

Commission No.

My Commission Expires:



AMY P. FRANKLIN  
MY COMMISSION # CC484337 EXPIRES  
November 17, 1999  
BONDED THROUGH TOWN FARM INSURANCE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 12 AM 8:43

APPROVED  
AND  
FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - That SOUTHERN ORTHOPEDIC SPECIALISTS, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Panama City, County of Bay, State of Florida, has named SAMUEL L. COMBS, III, located at 412 West 19th Street, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

10/8/99  
Dated

Samuel L. Combs, III  
SAMUEL L. COMBS, III

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

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 provision of said Act relative to keeping open said office.

Samuel L. Combs, III  
SAMUEL L. COMBS, III

STATE OF FLORIDA  
COUNTY OF BAY

I hereby certify that on this day, before me, an officer authorized to administer oaths and take acknowledgments, personally appeared SAMUEL L. COMBS, III, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was taken, who is personally known to me or has produced W/A as identification.

Witness my hand and official seal in the County and State last aforesaid this 8<sup>th</sup> day of October, 1999.

Amy P. Franklin  
Notary Signature

Printed Name  
My Commission #:  
My Commission Expires:



AMY P. FRANKLIN  
MY COMMISSION # CC484337 EXPIRES  
November 17, 1999  
BONDED THROUGH TRISTY FARM INSURANCE