

**CAPITAL CONNECTION, INC.**

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

P99000095863

Orlando Diabetes and  
Endocrine Specialists,  
P.A.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ 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

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
FILED

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65-1-11

**ARTICLES OF INCORPORATION  
OF**

**ORLANDO DIABETES AND ENDOCRINE SPECIALISTS, P.A.**

The undersigned incorporator, a natural person competent to contract and a PHYSICIAN, duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this corporation shall be **ORLANDO DIABETES AND ENDOCRINE SPECIALISTS, P.A.** The principal office and mailing address for this corporation shall be 7632 Mount Carmel Dr., Orlando, FL 32835

**ARTICLE II - GENERAL NATURE OF BUSINESS**

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

A. 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 officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice MEDICINE.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act 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 or furtherance of such purposes or objectives of the corporation.

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D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, *Florida Statutes*, as the same may be from time to time amended.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1000) shares of common stock having a par value of ONE and no/100 (\$1.00) Dollar per share.

### ARTICLE IV - REGISTERED AGENT

The initial Registered Agent of this corporation shall be W. JEFFRY STEIN, whose business office is identical with the corporation's registered office set forth below.

### ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1420 ALAFAYA TRAIL, SUITE 101, OVIEDO, FL 32765.

### ARTICLE VI - TERM OF EXISTENCE

This corporation shall commence on NOVEMBER 1, 1999, and shall exist perpetually unless dissolved according to law.

### ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be ONE (1).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The name and street address of the initial member(s) of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Street Address</u>
KIMBERLEY A. BOURNE	7632 Mount Carmel Dr. Orlando, FL 32835

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a PHYSICIAN duly licensed to render services as such under the laws of the State of Florida.

#### ARTICLE VIII - INCORPORATOR

The following is the name and street address of the person signing these Articles of Incorporation, a PHYSICIAN duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
KIMBERLEY A. BOURNE	7632 Mount Carmel Dr. Orlando, FL 32835

#### ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a PHYSICIAN under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. 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 or her shares.

#### ARTICLE X - BYLAWS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.


## ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

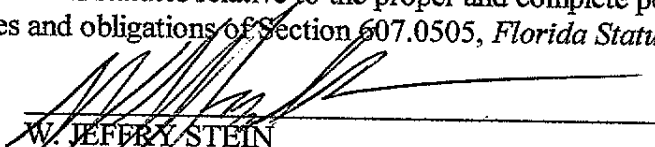
## ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as incorporator, this 28 day of OCTOBER, 1999.

 (SEAL)  
KIMBERLEY A. BOURNE  
("Incorporator")

Having been named Registered Agent for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, *Florida Statutes*.

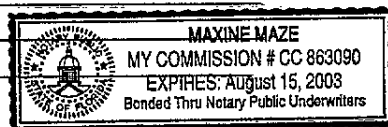
  
W. JEFFERY STEIN  
("Registered Agent")

Date: 29<sup>th</sup> DAY OF OCTOBER, 1999

STATE OF FLORIDA :  
COUNTY OF ORANGE :

The foregoing instrument was acknowledged before me this 28 day of OCTOBER, 1999, by KIMBERLEY A. BOURNE, as Incorporator, who is ☒ personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

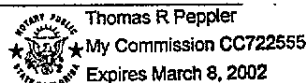
Maxine Maze  
Notary Public, State of Florida at Large  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
(Seal)



STATE OF FLORIDA :  
COUNTY OF SEMINOLE :

The foregoing instrument was acknowledged before me this 29th day of OCTOBER, 1999, by W. JEFFRY STEIN, Registered Agent, who is ☒ personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

Thomas R. Peppier  
Notary Public, State of Florida at Large  
Print Name: THOMAS R. PEPPIER  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
(Seal)



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