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REFERENCE : 510769 7133468

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : December 9, 1999

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ORDER NO. : 510769-005

CUSTOMER NO: 7133468

CUSTOMER: Ms. Jacquie Bickford  
KANE AND KOLTUN  
KANE AND KOLTUN  
Suite 106  
1061 Maitland Center Commons  
Maitland, FL 32751

EFFECTIVE DATE  
1-1-2000

DOMESTIC FILING

NAME: FAMILY PRACTICE ASSOCIATES OF  
CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

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-12/10/99--01013--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED  
99 DEC 10 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 DEC 10 AM 8:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

6601-21  
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**ARTICLES OF INCORPORATION** **EFFECTIVE DATE**  
**OF** 1-1-2000

**FAMILY PRACTICE ASSOCIATES OF CENTRAL FLORIDA, INC.**

The undersigned, acting as incorporator, a natural person competent to contract and a Medical Doctor duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit pursuant to the Professional Service Corporation Act. The corporation shall exist under the laws of the State of Florida and shall adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Family Practice Associates of Central Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 557 No. Wymore Drive, Suite 100, Maitland, Florida 32751.

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 Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

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99 DEC 10 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE IV - 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 practicing family medicine to or for the benefit of 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 therein.

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.

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 V - INDEMNIFICATION

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

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 557 No. Wymore Drive, Suite 100, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Steven H. Kane, Attorney. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Jackie R. Miller, M.D.	557 No. Wymore Drive Suite 100 Maitland, Florida 32751

ARTICLE VIII - INITIAL 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 decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Jackie R. Miller, M.D.	557 No. Wymore Drive, Suite 100 Maitland, Florida 32751

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.

#### 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 Medical Doctor under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his 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 or agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE X - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI - 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 the Articles of Incorporation be made.

ARTICLE XII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on January 1, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 15<sup>th</sup> day of December, 1999.

Jackie R. Miller  
Jackie R. Miller, M.D.

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Steven H. Kane  
Steven H. Kane, Attorney

Date: 12/1/99

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