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## PROFESSIONAL SERVICE CORPORATIONS AND PROFESSIONAL LIMITED LIABILITY COMPANIES

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I. INTRODUCTION TO PROFESSIONAL SERVICE  
CORPORATION AND LIMITED LIABILITY  
COMPANY ACT

A. [§9.1] Overview

Various factors must be considered in deciding whether to incorporate a professional practice or organize it as a limited liability company. *F.S.* Chapter 621 is known as the Professional Service Corporation and Limited Liability Company Act (the Act). The Act distinguishes the professional service corporation from entities formed under the Florida Business Corporation Act, *F.S.* Chapter 607; the Florida Limited Liability Company Act, *F.S.* Chapter 608; or the Florida Revised Uniform Limited Partnership Act, *F.S.* Chapter 620.

Certified public accountants, chiropractic physicians, dentists, physicians, surgeons, podiatrists, architects, veterinarians, attorneys, life insurance agents, and similar professionals must adhere to the provisions in *F.S.* Chapter 621 when incorporating or organizing a professional practice as a professional service corporation or limited liability company. Profession-specific requirements for a professional service corporation or a limited liability company may be set out in the profession's enabling statutes or regulations. For example, while accountants and lawyers are obligated to use an entity organized under *F.S.* Chapter 621, physicians and veterinarians are not. These issues are beyond the scope of this chapter, and practitioners are advised to investigate the regulatory requirements of the particular profession to be incorporated or organized.

Furthermore, if the professional service provider has the choice of organizing a limited liability entity with or without reference to *F.S.* Chapter 621, the options for each situation should be discussed and considered. For example, organizing the entity with reference to *F.S.* Chapter 621 will not permit the professional to take full advantage of the option to add future owners who are not members of the same profession for which the entity was organized. *F.S.* 621.051. By the same token, using *F.S.* Chapter 621 will limit the type of persons who may be owners to the same type of service providers and thereby, without further documentation (such as a shareholders' agreement), prohibit nonprofessionals from obtaining an ownership interest in the entity. See, *e.g.*, *In re Adams*, 389 B.R. 762 (Bankr. M.D. Fla. 2007). Each option has advantages and disadvantages, and careful

planning with knowledge of the professional's statutory and regulatory requirements is key to a successful choice.

As a final overview note, the text of a number of business statutes, including *F.S.* Chapters 607, 608, and 621, along with historical notes, commentaries, and authorities are contained in the excellent desk reference manual, Cohn & Ames, *FLORIDA BUSINESS LAWS ANNOTATED* (Thomson/West 2012–2013).

B. [§9.2] History

Historically, Florida, along with most other states, prohibited the formation of professional service corporations. In 1961, the Florida Legislature reacted to federal tax regulations by enacting laws permitting incorporation of professional practices. In response to similar legislation throughout the country, federal regulations were amended in 1965, making it virtually impossible for professional service groups to be recognized as corporate entities for federal tax purposes. As a result of a series of court challenges, including one involving the Florida Professional Service Corporation Act (*Kurzner v. United States*, 413 F.2d 97 (5th Cir. 1969)), the amended regulations were declared discriminatory and therefore invalid. For further historical background, see Chapter 9 in the fourth edition of this manual.

II. ENTITIES DEFINED IN *F.S.* CHAPTER 621

A. [§9.3] In General

*F.S.* Chapter 621 provides for the incorporation and organization of professionals as a professional service corporation or professional limited liability company. *F.S.* Chapter 607, the Florida Business Corporation Act, and *F.S.* Chapter 608, the Florida Limited Liability Company Act, also apply to the professional service corporation or professional limited liability company in areas in which *F.S.* Chapter 621 is silent. *F.S.* 621.13(1)–(2).

The Act applies to personal service providers licensed in Florida and in other jurisdictions to provide the professional services for which they are licensed. *F.S.* 621.04. It does not apply to personal service providers within Florida who were permitted to organize a corporation or limited liability company before the 1961 passage of the Act, but it prescribes the manner in

which a pre-1961-organized “individual or group of individuals or any such corporation or limited liability company may bring themselves and such corporation or limited liability company within the provisions” of the post-1961 Act. *Id.*

B. [§9.4] Key Terms And Definitions

The Act defines the following terms:

“The term ‘professional service’ means any type of personal service to the public which requires as a condition precedent to rendering of such service the obtaining of a license or other legal authorization.” *F.S.* 621.03(1). Personal service providers covered by the Act include those professionals listed in the statute and other licensed professionals with malpractice exposure. *Id.*

“The term ‘professional corporation’ means a corporation . . . organized under [*F.S.* Chapter 621] for the sole and specific purpose of rendering professional service and which has as its shareholders only other professional corporations, professional limited liability companies, or individuals who themselves are duly licensed or otherwise legally authorized to render the same professional service as the corporation.” *F.S.* 621.03(2). The Act does not permit a mixture of professions under any one organizational umbrella. See *F.S.* 621.05, 621.051.

Finally, “[t]he term ‘professional limited liability company’ means a limited liability company that is organized under [*F.S.* Chapter 621] for the sole and specific purpose of rendering professional service and that has as its members only other professional limited liability companies, professional corporations, or individuals who themselves are duly licensed or otherwise legally authorized to render the same professional service as the limited liability company.” *F.S.* 621.03(3).

III. INTERACTION BETWEEN *F.S.* CHAPTER 607 AND  
*F.S.* CHAPTER 621

A. [§9.5] In General

As noted in §9.3, provisions of *F.S.* Chapter 607 apply to the professional service corporation in those areas on which *F.S.* Chapter 621 is

silent. *F.S.* Chapter 607 applies primarily to corporate documents and registration requirements. These matters are summarized below. For an in-depth discussion of the provisions of *F.S.* Chapter 607, see *FLORIDA CORPORATE PRACTICE* (Fla. Bar CLE 7th ed. 2013).

B. [§9.6] Articles Of Incorporation

*F.S.* 607.0202(1) describes the matters that must be included in the articles of incorporation; *F.S.* 607.0202(2) contains matters that may be included. The articles must include

- a corporate name satisfying the requirements of *F.S.* 607.0401;
- the street address of the initial principal office and (if different) its mailing address;
- the number of authorized shares;
- whether shareholders are granted preemptive rights;
- the street address of its registered office and registered agent's name; and
- the name and address of each incorporator.

*F.S.* 607.0202(1). If more than one class of stock is to be issued, the articles of incorporation must state the designation of each class and the preferences, limitations, and relative rights of the shares in each class. *F.S.* 607.0202(1)(c), 607.0601(1). A par value for shares is not required. *F.S.* 607.0202(2)(b)4.

C. [§9.7] Bylaws

*F.S.* Chapter 621 does not address the creation and adoption of bylaws for the professional service corporation. Therefore, provisions of *F.S.* Chapter 607 concerning bylaws apply. The bylaws “may contain any provision for managing the business and regulating the affairs of the corporation that is not inconsistent with law or the articles of incorporation.” *F.S.* 607.0206(2).

Because a director of a professional service corporation must be

licensed or otherwise legally authorized to render the same professional service as the corporation, Att’y Gen. Op. 61-139, the bylaws should provide for removal of a director who becomes legally disqualified in Florida to practice the profession. To address those situations in which an officer becomes disqualified to render the same service as the corporation or is otherwise restricted by law in rendering the professional service, the board of directors should be given removal power in the corporate bylaws. This power is essential to avoid involuntary corporate dissolution. See §4.16 of this manual for sample language to provide for removal under these circumstances.

D. [§9.8] Indemnification

*F.S.* 607.0850(1)–(2) empower a corporation to provide indemnification to its officers, directors, employees, and agents. *F.S.* 607.0850(6) permits advancement of expenses in connection with litigation.

E. [§9.9] Registered Office And Registered Agent

*F.S.* Chapter 607 contains requirements for the registered office and agent. *F.S.* 607.0501; see also *F.S.* 607.0202(1)(e), 607.0502, 607.0505. Each corporation must have a registered office and a registered agent. The appointed agent must file an acceptance with the Department of State (the department) stating the agent is familiar with and accepts the obligations of the position. *F.S.* 607.0501(3).

IV. INCORPORATING THE PROFESSIONAL PRACTICE

A. [§9.10] Representing The Professional

Professional clients present considerations and concerns different from traditional business clients. Most professionals spend many years learning their field, but may have little, if any, business training. Practice groups may be made up of individuals who are masters in their field but who have no management or other business skills.

It is paramount for counsel to ensure that the special needs of professional clients are considered. They should be connected with a network of providers having skills that the client may not, including accounting, human resources, and management. In addition, professional



clients should be assisted in ensuring that corporate documents clearly set forth provisions for all eventualities, including the need for ouster.

B. [§9.11]Corporate Name

The professional service corporation's name must include "Chartered," "Professional Association," or "P.A." *F.S.* 621.12(2). Most professional service corporations choose to use the abbreviation "P.A.," which may be deleted for doing business. *F.S.* 621.12(4). In these instances, however, a fictitious name must be registered with the state. *Id.*; *F.S.* 865.09(3). For example, a firm named "Smith and Jones, P.A." may do business as "Smith and Jones" if the firm has registered that name as a fictitious name.

The corporate name "may contain the last names of some or all of the individual shareholders or individual members and may contain the last names of retired or deceased former individual shareholders or individual members." *F.S.* 621.12(1). *F.S.* 621.12(3) specifically prohibits the use of the word "corporation" or "incorporated" or their abbreviations in the professional corporation's name.

C. [§9.12]Shareholders, Officers, Directors, And Members

Only professionals, professional service corporations, or professional limited liability companies may organize and become shareholders of a professional corporation. *F.S.* 621.05. Corporate or individual members must all be licensed to practice the same profession, and the corporate purpose must be to render the same specific professional service that the entity was organized to provide. *Id.*

Until 2008, professional services provided by a professional corporation or professional limited liability company were to be performed only by the corporation's or limited liability company's members, officers, employees, and agents who were authorized or licensed to provide the services in the state of Florida. *F.S.* 621.06. However, Chapter 2008-187, §18, Laws of Florida, deleted the requirement that professionals providing the services be authorized or licensed in Florida, thereby permitting a Florida professional corporation or professional limited liability company to perform services through professional members, officers, employees, and agents who are licensed or authorized to provide the services by other

jurisdictions in addition to Florida.

The legislature further amended the statutes in 2008 to delete language prohibiting Florida professional service corporations and limited liability companies from merging with out-of-state organizations; these mergers are now allowed. See generally *F.S.* 621.06, 621.10, and 621.13; see also Ch. 2008-187, §20, Laws of Florida.

In providing services, the regulatory authorizations and limitations of Florida, and other laws, will apply. For example, a Georgia physician employed by a Florida professional corporation or professional limited liability company may provide medical services in accordance with Georgia law to patients in that state, but may not provide any services to patients located in Florida or another state unless also licensed in Florida or the other state.

D. [§9.13]Liability Of Members

The corporation maintains liability exposure to the extent of its corporate assets. In addition, corporate members are individually liable for malpractice. *F.S.* 621.07. Corporate members, however, are liable for only their individual acts of misconduct or for acts committed by employees under their direct supervision. *Id.* In *Moransais v. Heathman*, 744 So.2d 973 (Fla. 1999), the Supreme Court of Florida specifically recognized that the economic loss rule does not bar negligence claims against professionals who are employees, even if damages are purely economic. An individual may also be liable for the acts of other professionals within the firm under limited circumstances. For example, in *Krehling v. Baron*, 900 F.Supp. 1574 (M.D. Fla. 1995), a member/lawyer who took no action while knowing of another lawyer's fraudulent activity assumed direct liability to the injured party. However, member shareholders, officers, and directors are not personally liable for corporate debts or other business liabilities. See, e.g., *Porlick, Poliquin, Samara, Inc. v. Compton*, 683 So.2d 545 (Fla. 3d DCA 1996).

E. [§9.14]Issuance Of Stock And Transfer Of Ownership

The Act prohibits any professional service corporation from issuing “any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated.” *F.S.*

621.09(1). In other words, only professional service providers are permitted to hold an ownership interest. This makes it important to address in the corporate documents topics such as member death, incapacity, and other issues involving member changes. The same applies to admission of new members and the exercise of authority.

Corporate documents should also answer questions concerning a member's ownership interests when the member retires, passes away, is terminated, or becomes disabled, as well as the rights that inure to the member's heirs. Because the statutes do not mandate or suggest that the corporation has an obligation to redeem a terminated employee's stock, confusion and dissension may result when no redemption is forthcoming. See *Corlett, Killian, Hardeman, McIntosh & Levi, P.A. v. Merritt*, 478 So.2d 828 (Fla. 3d DCA 1985). See also Waldman, *The Shareholder's Agreement — Don't Leave Your P.A. Without It*, 71 Fla. Bar J. 57 (Oct. 1997).

A shareholder agreement serves to protect an individual's investment in the corporation and provides a stock valuation method for estate planning and federal estate tax purposes. These agreements will also help ensure no stock is transferred to one prohibited from becoming a shareholder or one unacceptable to other members. Employment agreements are also a useful adjunct to corporate documents.

#### F. [§9.15]Corporate Existence

The professional service corporation will have perpetual existence unless its articles of incorporation provide for limited existence. *F.S.* 607.0302, 621.13(1). The professional service corporation will not terminate on the death of a shareholder or on transfer of ownership interest. As a practical matter, however, the corporation cannot do business without its professional members.

Ease of transferability of shares of stock may prove advantageous to both the corporation and the professional shareholder, particularly in larger practices with high turnover. The existence of shares of stock facilitates the transfer of ownership interests to professionals entering the corporation and the redemption of the interests of departing members. Valuation formulas and buy-sell agreements may be used to obviate the necessity of valuing all of the assets of the corporation at the time of stock disposition, or for federal estate tax purposes.

In the absence of a written agreement concerning departing members, a court may determine financial arrangements in a way most disadvantageous to remaining members. In *Mann v. Price*, 434 So.2d 943, 944 (Fla. 2d DCA 1983), the court found a resigning shareholder “entitled to a percentage of his work in progress . . . extend[ing] up to the time of the shareholder’s departure” based on the firm’s historical practice. Decisions such as that of the *Mann* court emphasize the need for written agreements in connection with withdrawal of a shareholder or determination of compensation. Courts will apply clear terms of a written redemption agreement. *Lane, Gelety, Woolsey & Centrone, P.A., Inc. v. Woolsey*, 377 So.2d 743 (Fla. 4th DCA 1979).

G. [§9.16] Advantages Of Maintaining Corporate Structure

Traditional corporations are managed by a board of directors. *F.S.* 607.0801. In many small professional service corporations, all the shareholders are directors of the corporation. In a large professional service corporation, a limited number of shareholders form the management committee. If a corporation has 100 or fewer shareholders, it may limit the powers of or dispense with the board of directors. *F.S.* 607.0732(1)(a). This probably would not be a wise choice to make, however, because the board of directors can be an invaluable check and balance with respect to firm operations.

Formal corporate organizational structure is beneficial in both large and small professional service corporations. It may improve efficiency by causing shareholders to be more attentive to the business aspects of the practice through regular shareholders’ meetings, the adoption of fringe benefit plans, employee performance and wage reviews, and a closer monitoring of the corporation’s business condition. It is important to note that many professionals lack traditional business sense, expertise, or experience. Counsel concerning the importance of these aspects provides an invaluable service to professional clients.

H. [§9.17] Sale Of Professional Practice

Rule Reg. Fla. Bar 4-1.17 restricts the sale of a law practice. These restrictions apply to professional service corporations composed of attorneys practicing law. Other professions may have similar provisions in their regulatory structure, and those provisions should be consulted when

applicable.

Rule 4-1.17 provides that a lawyer or law firm may sell a practice, provided that the practice is sold as an entirety to a single purchaser, which is another lawyer or law firm authorized to practice law in Florida. Written notice must be provided to all clients as set forth in the rule. Specifically, a client must be advised of (1) the proposed sale; (2) the right to retain other counsel; and (3) the fact that the client's consent to substitution of counsel will be presumed if the client does not object within 30 days.

In those circumstances in which pending litigation exists, court approval is required for the sale and transfer of the client's matter. Lack of approval does not void the sale; the client's matter is simply deleted from the sale. See Comment, Rule 4-1.17. The purchaser of a law practice must honor all written fee agreements.

A selling lawyer or law firm may receive compensation for the reasonable value of the practice. No restrictions may be placed on the selling lawyer's right to practice law. Rule 4-5.6. The seller has an ethical obligation to identify a purchaser qualified to assume the practice. These strictures also apply to the sale of a deceased lawyer's practice by the estate's representative.

## V. PROFESSIONAL LIMITED LIABILITY COMPANY

### A. [§9.18]Formation

The same professional groups entitled to form professional corporations may alternatively form limited liability companies (LLCs). *F.S.* Chapter 608 applies to these entities, along with the provisions set forth in *F.S.* Chapter 621. For discussion of LLCs, see Chapter 8 of this manual. Forms necessary for the formation and operation of a professional LLC are found in §§9.24–9.26.

### B. [§9.19]Limitations

In 1996, attorneys received approval to practice law in the form of a professional limited liability company. See *In re Amendments to Rules Regulating The Florida Bar*, 677 So.2d 272 (Fla. 1996). As set forth in *F.S.*

621.03(3):

The term “professional limited liability company” means a limited liability company that is organized under [the Professional Service Corporation and Limited Liability Company Act] for the sole and specific purpose of rendering professional service and that has as its members only other professional limited liability companies, professional corporations, or individuals who themselves are duly licensed or otherwise legally authorized to render the same professional service as the limited liability company.

Rule Reg. Fla. Bar 4-8.6(a), pertaining to authorized business entities, currently provides:

Lawyers may practice law in the form of professional service corporations, professional limited liability companies, sole proprietorships, general partnerships, or limited liability partnerships organized or qualified under applicable law. Such forms of practice are authorized business entities under these rules.

The professional LLC has many of the same limitations as the professional service corporation. For example, the members must provide the same service and be in the same profession. *F.S.* 621.06. Liability exposure for individual acts of malpractice or employee acts continues to exist as in the professional service corporation. *F.S.* 621.07. *F.S.* 621.09 provides that a member cannot give another person that member’s voting power. Additionally, a member cannot sell or transfer his or her membership interest except to another professional corporation, another professional limited liability company, or another eligible member. *F.S.* 621.11(2). For discussion of the detriments of LLC formation, see §8.6 of this manual.

C. [§9.20]Company Name

The professional LLC’s name must contain the word “chartered,” the phrase “professional limited company,” or the abbreviation “P.L.” *F.S.* 621.12(2). Although this section requires using the initials “P.L.,” the department accepts articles of organization filed for professional LLCs using

a "P.L.L.C." or "PLLC" abbreviation.

*F.S.* Chapter 608 is applicable to a professional LLC except when the provisions of *F.S.* Chapter 621 conflict. In these instances, *F.S.* Chapter 621 takes precedence. *F.S.* 621.13(2). As with the professional corporation, the LLC may do business under a fictitious name but must duly register the name. *F.S.* 621.12(4).

D. [§9.21]Benefits

Members can enjoy limited liability exposure while still maintaining a partnership structure. In addition, the professional LLC may provide significant tax benefits; however, the tax implications are beyond the scope of this chapter. See §1.32 of this manual. The professional LLC, like the LLC, will also be less expensive to form and maintain due to the need to file only articles of organization and a certificate of designation of registered agent/registered office and to prepare an operating agreement. For further discussion of the benefits of LLC formation, see §8.6 of this manual.

VI. FORMS

A. Professional Service Corporation

1. [§9.22] Articles Of Incorporation (With Certificate Of Designation Of Registered Agent And Registered Office)

**ARTICLES OF INCORPORATION  
OF ....., P.A.**

**ARTICLE I  
NAME, PRINCIPAL PLACE OF BUSINESS, AND DURATION**

**The name of the Corporation is ....., P.A. The principal place of business of the Corporation is ..... The duration of the Corporation is perpetual.**

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

**The address of the registered office in the State of Florida is**

..... The name of the registered agent at such address is .....

**ARTICLE III**  
**CORPORATE PURPOSES, POWERS, AND RIGHTS**

1. The nature of the business to be conducted or promoted is to engage in the practice of ..... The purpose of the Corporation is any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act, and for which such a corporation is permitted to engage in under other applicable law.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

**ARTICLE IV**  
**CAPITAL STOCK**

1. The total number of shares of capital stock which the Corporation has the authority to issue is ..... shares of Common Stock (“Common Stock”).

2. The designations, voting powers, and preferences; relative, participating, optional, or other special rights; and qualifications, limitations, or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets, or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation, or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment therefore in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the



Corporation into or with any other corporation, the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him or her of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida or of the United States hereafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

**ARTICLE V  
INCORPORATOR**

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
.....	.....

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

**ARTICLE VI  
BOARD OF DIRECTORS**

1. All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the

direction of the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the Bylaws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
.....	.....

**ARTICLE VII**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation and does certify that the facts herein stated are true and has accordingly hereunto set his or her hand and seal.

DATED: ....., 20.....

(SEAL)

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

In compliance with F.S. 607.0501, the following is submitted:

....., P.A., with its principal place of business at .....  
has named ....., located at ....., as its agent to accept service of

process within Florida.

Having been named to accept service of process for ....., P.A., at the place designated in this certificate, I hereby agree to act in this capacity, to comply with the provisions of all statutes relative to the proper and complete performance of such duties, and to accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida and the Professional Service Corporation and Limited Liability Company Act.

Dated this ..... day of ....., 20.....

By:

2. [§9.23] Bylaws

BYLAWS OF  
....., P.A.  
OFFICES

1. (a) **Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the corporation in the state of its incorporation shall be determined from time to time by the Board of Directors and on file in the appropriate office of the state of its incorporation pursuant to applicable provisions of law.

(b) **Corporate Offices.** The corporation may have such corporate offices anywhere within and without the state of its incorporation as the Board of Directors from time to time may appoint or the business of the corporation may require. The “principal place of business” or “principal business” or “executive” office or offices of the corporation may be fixed and so designated from time to time by the Board of Directors.

2. (a) **Records.** The corporation shall keep at its registered office or principal place of business, in the state of its incorporation, original or duplicate books in which shall be recorded the number of its shares subscribed, the names of the owners of its shares, the numbers owned of record by them respectively, the amount of shares paid and by whom, the transfer of shares with the date of transfer, the amount of its assets and liabilities, and the names and places of residence of its officers, and from time to time such other or additional records, statements, lists, and information as may be required by law, including the shareholders’ lists mentioned in Paragraph 10 of these Bylaws.

(b) **Inspection of Records.** A shareholder, if he or she is entitled

and demands to inspect the records of the corporation pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the corporation. A shareholder may delegate his or her right of inspection to a Certified Accountant, Public Accountant, or Certified Public Accountant on the condition, to be enforced at the option of the corporation, that the shareholder and accountant agree to furnish to the corporation, promptly as completed or made, a true and correct copy of each report with respect to such inspection made by such accountant. No shareholder shall use or permit to be used or acquiesce in the use by others of any information so obtained, to the detriment competitively of the corporation, nor shall he or she furnish or permit to be furnished any information so obtained to any competitor or prospective competitor of the corporation. The corporation as a condition precedent to any shareholder's inspection of the records of the corporation may require the shareholder to indemnify the corporation against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such shareholder of information obtained in the course of such inspection.

#### SEAL

3. Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words: "Corporate Seal," the state of incorporation, and the year of incorporation. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced.

#### SHAREHOLDERS' MEETING

4. Place of Meeting. All meetings of the shareholders shall be held at the principal business office of the corporation in the state of its incorporation except such meetings as the Board of Directors, to the extent permissible by law, expressly determines shall be held elsewhere, in which case such meetings may be held, on notice thereof as hereinafter provided, at such other place or places within or without the state of its incorporation, as the Board of Directors shall have determined, and as shall be stated in such notice; and, unless specifically prohibited by law, any meeting may be held at any place and time and for any purpose, if consented to in writing by all of the shareholders entitled to vote thereat.

5. (a) Annual Meetings. An annual meeting of shareholders shall be held on such day and date and at such time as may be expressly determined by the Board of Directors, at which meeting the shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

(b) **Special Meetings.** Special meetings of the shareholders may be held for any purpose or purposes. They may be called by the Chairman of the Board, by the President, by the Secretary, by the Board of Directors, or by the holders of not less than ten percent (10%) of all outstanding shares entitled to vote at any such meeting.

The “call” and the “notice” of any such meeting shall be deemed to be synonymous.

6. (a) **Notice.** Written notice of each meeting of the shareholders, whether annual or special, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes thereof, shall be delivered or given to each shareholder entitled to vote thereat, not less than ten (10) days nor more than sixty (60) days before the meeting, unless, as to a particular matter, other or further notice is required by law, in which case such other or further notice shall be given.

(b) **Presiding Officials.** Every meeting of the corporation for whatever object shall be convened by the Chairman of the Board or, in his or her absence, the President or the officer or person who called the meeting by notice as above provided, but it shall be presided over by the officers specified in Paragraphs 28 and 29 of these Bylaws. However, the shareholders at any meeting, by a majority vote in amount of shares represented thereat, and notwithstanding anything to the contrary elsewhere in these Bylaws, may select any persons of their choosing to act as Chairman and Secretary of such meeting or any session thereof.

(c) **Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws, the Certificate or Articles of Incorporation of the corporation, or any law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

7. (a) **Business Which May Be Transacted at Annual Meetings.** At each annual meeting of the shareholders, the shareholders shall elect, by ballot, a Board of Directors to hold office until the next succeeding annual meeting, and they may transact such other business as may be desired, whether or not the same was specified in the notice of the meeting, unless the consideration of such other business without its having been specified in the notice of the meeting as one of the purposes thereof is prohibited by law.

(b) **Business Which May Be Transacted at Special Meetings.** Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meetings, unless the transaction of other business is consented to by the holders of all of the outstanding shares of stock of the

corporation entitled to vote thereat.

8. **Quorum.** Except as otherwise may be provided by law or by the Articles of Incorporation, the holders of a majority of the voting shares issued and outstanding and entitled to vote thereat, present in person or by proxy, shall be requisite for and shall constitute a quorum at all meetings of the shareholders for the transaction of business. Every decision of a majority in amount of shares of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law or by the Articles of Incorporation. If, however, such quorum should not be present at any meeting, the shareholders present and entitled to vote shall have the power successively to adjourn the meeting, without notice other than announcement at such adjournments. At such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

9. (a) **Proxies.** At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy executed in writing by such shareholder or by his or her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

If the Board of Directors shall not have closed the transfer books of the corporation or set a record date for the determination of its shareholders entitled to vote, as provided in Paragraph 35 of these Bylaws, no person shall be admitted to vote directly or by proxy except those in whose names the shares of the corporation shall have stood on the transfer books on a date 50 days previous to the date of the meeting.

(b) **Registered Shareholders — Exceptions — Stock Ownership Presumed.** The corporation shall be entitled to treat the holder of any share or shares of stock of the corporation, as recorded on the stock record or transfer books of the corporation, as the holder of record and as the holder and owner in fact thereof and, accordingly, shall not be required to recognize any equitable or other claim to or interest in such share(s) on the part of any other person, firm, partnership, corporation or association, whether or not the corporation shall have express or other notice thereof, save as is otherwise expressly required by law, and the term “shareholder” as used in these Bylaws means one who is a holder of record of shares of the corporation. However, a shareholder shall only be a person who at all times is properly licensed to practice the profession and/or engage in the professional business for which the corporation is incorporated as expressed in its Articles of Incorporation and as follows, if permitted by law:

- (i) shares standing in the name of a deceased person may

be voted by his or her personal representative, administrator, or executor either in person or by proxy; and shares standing in the name of a guardian, curator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his or her name;

(ii) shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed; and

(iii) a shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred of record into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

**10. Shareholders' Lists. A complete list of the shareholders entitled to vote at each meeting of the shareholders arranged in alphabetical order, with the address and the number of voting shares held by each, shall be prepared by the officer of the corporation having charge of the stock transfer books of the corporation and shall for a period of 10 days prior to the meeting be kept on file in the registered office of the corporation in the state of its incorporation or the principal business office of the corporation and shall at any time during the usual hours for business be subject to inspection by any shareholder. A similar or duplicate list shall also be produced and kept open for the inspection by any shareholder during the whole time of the meeting. The original share ledger or transfer book or a duplicate thereof kept in the state of incorporation shall be prima facie evidence of who are shareholders entitled to examine such list, ledger, or transfer book, or to vote at any meeting as shareholders.**

**Failure to comply with the foregoing shall not affect the validity of any action taken at such meeting.**

## **DIRECTORS**

**11. Removal of Directors. The shareholders shall have the power by a majority vote of the holders of each class of voting shares at a special meeting expressly called for that purpose to remove any director or all directors from office with or without cause.**

**12. Directors — Number — Limitations. The directors of this corporation shall be not less than one, the number to actually serve from time to time to be determined by the directors elected by the shareholders. However, a director shall only be a person who at all times is properly licensed to practice the profession and/or engage in the professional business for which the**

corporation is incorporated, as expressed in its Articles of Incorporation.

**13. Powers of the Board.** The property, affairs, and business of the corporation shall be managed by and under the direction of the directors, acting as a Board. The Board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges, and franchises, and to seek the effectuation of its objects and purposes.

**14. Meetings of Directors — Offices.** All meetings of the directors shall be held at the principal business office of the corporation unless, for any particular meeting, all of the directors unanimously agree and consent to the holding of the meeting elsewhere, in which event the meeting may be held at the place agreed on, either within or without the state of incorporation.

The directors may have one or more offices and keep the books of the corporation (except the original) or duplicate stock ledgers and such other books and records as may by law be required to be kept at the registered office, or at some office of the corporation in the state of its incorporation, at such place or places within or without the state of its incorporation as they may from time to time determine.

**15. Meetings of the Newly Elected Board — Notice.** The members of each newly elected Board shall meet at the principal business office of the corporation, at such time as shall be suggested or provided for by resolution of the shareholders at the annual meeting, for the purpose of organization or otherwise, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting. However, a majority of the whole Board shall be present, the members of the whole Board shall be present, or the members of such Board may meet at such time and place as shall be consented to in writing by all of the newly elected directors. Each director, on his or her election, shall qualify by accepting the office of director, and his or her attendance at or written approval of the minutes of the first meeting of the newly elected directors, shall constitute acceptance of such office; or he or she may execute acceptance by a separate writing, which shall be placed in the minute book.

**16. Regular Meetings — Notice.** Regular meetings of the Board may be held with or without written notice at such time or times and place either within or without the state of incorporation as shall from time to time be fixed by resolution of the whole Board. Any business may be transacted at a regular meeting.

**17. Special Meetings — Notice.** Special meetings of the Board may be



called by the Chairman of the Board, President, any Vice President, or the Secretary, by giving two days' written notice of such meeting to each director. Special meetings shall be called by any one of such officers in like manner and on like notice when requested in writing to do so by any one or more directors.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

**18. Quorum. At all meetings of the Board, a majority of the full Board of Directors shall, unless a greater number for any particular matter is required by the Articles of Incorporation or these Bylaws, constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws, shall be the act of the Board of Directors.**

Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

**19. Waiver by Writing. Any notice provided or required to be given to the directors may be waived in writing by any of them, whether before, at, or after the time stated therein.**

**20. Waiver by Attendance. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and so states at the opening of the meeting.**

**21. Vacancies. If the office of any director becomes vacant by reason of death, removal, or resignation, a majority of the surviving or remaining directors, though less than a quorum, may fill the vacancy until a successor shall have been duly elected at a shareholders' meeting.**

**22. Executive Committee. If there shall be at least five directors, the Board of Directors may, by resolution passed by a majority of the whole Board, designate an executive committee; such committee to consist of two or more directors of the corporation. The committee, to the extent provided in said resolution or resolutions, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation as permitted by law and the Articles of Incorporation.**

The executive committee shall keep regular minutes of its proceedings, and the same shall be recorded in the minute book of the corporation. The Secretary or an Assistant Secretary of the corporation may act as Secretary for

the committee, if the committee so requests.

**23. Compensation of Directors and Committee Members. Directors and members of all committees may receive a salary for their services and/or a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board or committee as may be set by resolution of the Board of Directors from time to time; provided that nothing herein contained shall be construed to preclude any director or committee member from serving the corporation in any other capacity and receiving compensation therefore.**

#### **OFFICERS**

**24. (a) Elected Officers. The following officers of the corporation shall be chosen or appointed by election by the Board of Directors, and shall be deemed elected officers: a President, a Vice President, a Secretary, and a Treasurer; also, if the Board of Directors desires, a Chairman of the Board, an Executive Vice President, and additional Vice Presidents, as well as one or more Assistant Secretaries and Assistant Treasurers. However, an officer shall only be a person who at all times is properly licensed to practice the profession and/or engage in the professional business for which the corporation is incorporated as expressed in its Articles of Incorporation.**

**Any two or more offices may be held by the same person.**

**An elected officer shall be deemed qualified when he or she enters upon the duties of the office to which he or she has been elected and furnishes any bond required by the Board, but the Board may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.**

**(b) Election of Officers. The Board of Directors annually, at its first meeting after each annual meeting of the shareholders, shall elect a President, Vice President, Secretary and Treasurer. The Board then or from time to time may elect a Chairman of the Board and such additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers as it may deem advisable or necessary.**

**(c) Term of Office. Each elected officer of the corporation shall hold his or her office for the term for which he or she was elected or until he or she resigns or is removed by the Board, whichever first occurs.**

**(d) Appointment of Officers and Agents — Terms of Office. The Board of Directors from time to time may also appoint such other officers and agents for the corporation as it shall deem necessary or advisable. All appointed officers and agents shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they**

shall exercise such powers and perform such duties as shall be determined from time to time by the Board or by an elected officer empowered by the Board to make such determination.

**25. Removal.** Any officer or agent elected or appointed by the Board of Directors and any employee may be removed or discharged by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

**26. Salaries and Compensation.** Salaries and compensation of all elected officers of the corporation shall be fixed, increased, or decreased by the Board of Directors, but this power, except the salary or compensation of the Chairman of the Board and the President, may, unless prohibited by law, be delegated by the Board to the Chairman of the Board, the President, or a committee. Salaries and compensation of all other appointed officers and agents, and employees of the corporation may be fixed, increased, or decreased by the Board of Directors, but until action is taken with respect thereto by the Board of Directors, the same may be fixed, increased, or decreased by the Chairman of the Board, the President, or by such other officer or officers as may be empowered by the Board of Directors to do so.

**27. Delegation of Authority to Hire, Discharge, etc.** The Chairman of the Board, the President, or other officer or executive employee of the corporation shall have the authority to hire, discharge, and fix and modify the duties and salary or other compensation of employees of the corporation under their jurisdiction and similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants, and other consultants and advisors.

**28. The Chairman of the Board and the President.** The Chairman of the Board shall be the Chief Executive Officer of the corporation. The President shall be the Chief Operating Officer of the corporation and, in the absence of a Chairman of the Board, shall be also the Chief Executive Officer of the corporation. Except as otherwise provided for in Paragraph 6 of these Bylaws, the Chairman of the Board, or in his or her absence, the President, shall preside at all meetings of the shareholders and directors. Both shall have general and active management of the business of the corporation and shall carry into effect all directions and resolution of the Board and shareholders.

Either may execute under the seal of the corporation all bonds, notes, debentures, mortgages, and other contracts requiring a seal and may cause the seal to be affixed thereto and all other instruments for and in the name of the corporation, except that if by law such instruments are required to be executed only by the President, he or she shall execute them.

Either, when authorized to do so by the Board, may execute powers of attorney from, for, and in the name of the corporation to such proper person or persons as he or she may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him or her necessary or advisable in furtherance of the interests of the corporation.

Either, except as may be otherwise directed by the Board, shall attend meetings of shareholders of other corporations to represent this corporation thereat and to vote to take action with respect to the shares of any such corporation owned by this corporation in such manner as he or she shall deem to be for the interest of the corporation or as may be directed by the Board.

The Chairman of the Board and in his or her absence, the President, shall, unless the Board otherwise provides, be ex officio a member of all standing committees. Each shall have such general executive powers and duties of supervision and management as are usually vested in the Chief Executive Officer or Chief Operating Officer of a corporation.

Each shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors, and the Board may from time to time divide the responsibilities, duties, and authority between them to such extent as it may deem advisable.

**29. Vice President. The Vice Presidents in the order of their seniority shall, in the absence, disability, or inability to act of the Chairman of the Board and the President, perform the duties and exercise the powers of the Chairman of the Board and the President and shall perform such other duties as the Board of Directors shall from time to time prescribe.**

**30. The Secretary and Assistant Secretary. The Secretary shall attend all sessions of the Board and, except as otherwise provided for in Paragraph 6 of these Bylaws, all meetings of the shareholders and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a minute book of the corporation to be kept for that purpose. He or she shall perform like duties for the executive and other standing committees when requested by the Board or such committee to do so.**

He or she shall be principally responsible to give or cause to be given notice of all meetings of the shareholders and of the Board of Directors, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these Bylaws.

He or she shall see that all books, records, lists, and information or duplicates required to be maintained at the registered or other office of the corporation are so maintained.

He or she shall keep in safe custody the seal of the corporation and, when duly authorized to do so, shall affix the same to any instrument requiring it, and when so affixed, he or she shall attest the same by his or her signature.

He or she shall perform such other duties and have such other authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors or the President, under whose direct supervision he or she shall be.

He or she shall have the general duties, powers, and responsibilities of a Secretary of a corporation.

The Assistant Secretaries, in the order of their seniority and in the absence, disability, or inability to act of the Secretary, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board may from time to time prescribe.

**31. The Treasurer and Assistant Treasurer. The Treasurer shall be responsible for the safekeeping of the funds and securities of the corporation and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation. He or she shall keep or cause to be kept all other books of accounts and accounting records of the corporation and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.**

He or she shall disburse or permit to be disbursed the funds of the corporation as may be ordered or authorized generally by the Board and shall render to the Chief Executive Officer of the Corporation and the directors, whenever they may require it, an account of all his or her transactions as Treasurer and of those under his or her jurisdiction and of the financial condition of the corporation.

He or she shall perform such other duties and shall have such other responsibilities and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

He or she shall have the general duties, powers, and responsibilities of a Treasurer of a corporation, and shall be the Chief Financial and Accounting Officer of the corporation.

If required by the Board, he or she shall give the corporation a bond in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his or her office and for the restoration to the corporation, in the case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever

kind in his or her possession or under his or her control which belong to the corporation.

The Assistant Treasurers, in the order of their seniority and in the absence, disability, or inability to act of the Treasurer, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall from time to time prescribe.

**32. Duties of Officers May Be Delegated. If any officer of the corporation be absent or unable to act for any reason the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers, and responsibilities of any officer to any other office or to any other agent or employee of the corporation or other responsible person, provided a majority of the whole Board concurs therein.**

#### **SHARES OF STOCK**

**33. Certificate for Shares of Stock. The certificates for shares of stock of the corporation shall be numbered, shall be in such form as may be prescribed by the Board of Directors in conformity with law, and shall be entered in the stock books of the corporation as they are issued. Such entries shall show the name and address of the person, firm, partnership, corporation, or association to whom each certificate is issued. Each certificate shall have printed, typed, or written thereon the name of the person, firm, partnership, corporation, or association to whom it is issued and the number of shares represented thereby, and shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary of the corporation and sealed with the seal of the corporation, which seal may be facsimile, engraved, or printed. If the corporation has a registrar, a transfer agent, or a transfer clerk who actually signs such certificates, the signature of any of the other officers above mentioned may be facsimile, engraved, or printed. In case any such officer who has signed or whose facsimile signature has been placed upon any such certificate shall have ceased to be such officer before such certificate is issued, such certificate may nevertheless be issued by the corporation with the same effect as if such officer were an officer at the date of its issue.**

**34. Transfers of Shares — Transfer Agent — Registrar. Transfers of shares of stock shall be made on the stock record or transfer books of the corporation only by the person named in the stock certificate or by his or her attorney lawfully constituted in writing and on surrender of the certificate therefore. The stock record book and other transfer records shall be in the possession of the Secretary or of a transfer agent or clerk for the corporation. The corporation, by resolution of the Board, may from time to time appoint a transfer agent and, if desired, a registrar, under such arrangements and upon such terms and conditions as the Board deems advisable, but until and unless**

the Board appoints some other person, firm, or corporation as its transfer agent (and on revocation of any such appointment, thereafter until a new appointment is similarly made) the Secretary of the corporation shall be the transfer agent or clerk of the corporation, without the necessity of any formal action of the Board, and the Secretary shall perform all of the duties therefore.

35. Closing of Transfer Books. The Board of Directors shall have the power to close the stock transfer books of the corporation for a period not less than ten (10) nor more than sixty (60) days preceding the date of any meeting of the shareholders, the date for payment of any dividend, the date for the allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect. However, in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix in advance a date not less than ten (10) nor more than sixty (60) days preceding the date of any meeting of shareholders, the date for the payment of any dividend, the date for the allotment of rights, or the date when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any such meeting or any adjournment thereof or entitled to receive payment of any such dividend, to any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of shares. In such case such shareholders and only such shareholders as shall be shareholders of record on the date of closing of the transfer books on the record date so fixed shall be entitled to such notice of and to vote at such meeting and any adjournment thereof or to receive payment of such dividend, to receive such allotment of rights, or to exercise such rights as the case may be, notwithstanding any transfer of any shares on the books of the corporation after such date of closing of the transfer books or such record date fixed as aforesaid.

36. Lost or Destroyed Certificates. In case of the loss or destruction of any certificate for shares of stock of the corporation, upon due proof of the registered owner thereof or his or her representatives, by affidavit of such loss or otherwise, the President and Secretary may issue a duplicate certificate (plainly marked "duplicate") in its place, upon the corporation being fully indemnified therefore.

#### GENERAL

37. Fixing of Capital — Transfers of Surplus. Except as may be specifically otherwise provided in the Articles of Incorporation, the Board of Directors is expressly empowered to exercise all authority conferred upon it or the corporation by any law or statute and in conformity therewith relative to

(a) the determination of what part of the consideration received for shares of the corporation shall be capital, capital surplus, and/or stated

capital;

(b) increasing or decreasing capital or stated capital;

(c) transferring surplus, earned surplus, or capital surplus to capital or stated capital;

(d) consideration to be received by the corporation for its shares;  
and

(e) all similar or related matters; provided that any concurrent action or consent by or of the corporation and its shareholders required to be taken or given pursuant to law shall be duly taken or given in connection therewith.

**38. Dividends. Ordinary dividends upon the shares of the corporation, subject to the provisions of the Articles of Incorporation and any applicable law or statute, may be declared by the Board of Directors at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of its stock and, to the extent and in the manner provided by law, out of any available earned surplus or earnings or surplus or capital surplus of the corporation which is unreserved and unrestricted or as provided by the law of the state of incorporation.**

**Liquidating dividends or dividends representing a distribution of paid-in surplus or a return of capital shall be made only when and in the manner permitted by law.**

**39. Creation of Reserves. Before the payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their reasonable discretion, think proper as a reserve fund or funds to meet contingencies, for equalizing dividends, for repairing or maintaining any property of the corporation, or for such other purposes as the directors shall think conclusive to the interests of the corporation. The directors may abolish any such reserve in the manner in which it was created.**

**40. Checks. All checks or instruments for the payment of money and all notes of the corporation shall be signed by such officer or officers or other person or persons as the Board of Directors may from time to time designate. If no such designation is made, and unless and until the Board otherwise provides, the President and Treasurer shall have the power to sign all such instruments for, in behalf of, and in the name of the corporation, which are executed or made in the ordinary course of the corporation's business.**

**41. Fiscal Year. The Board of Directors shall have the paramount**



power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall end each year on the date which the corporation treated as the close of its fiscal year, until such time, if any, as the fiscal year shall be changed by the Board of Directors.

**42. Directors' Annual Statement. The Board of Directors may present at each annual meeting and, when called for by vote of the shareholders, shall present to any annual or special meeting of the shareholders, a full and clear statement of the business and condition of the corporation.**

**43. Conduct of Affairs Without Formal Meeting. All matters regarding the business, operation, affairs, or management of the corporation by the shareholders, Board of Directors, Executive Committee, or other committee or subcommittee of the Board of Directors may be undertaken without formal meeting by the shareholders, Board of Directors, or such committee or subcommittee and be deemed valid and lawful action by the shareholders, Board of Directors, or such committees or subcommittees so long as the written consent to such action of the requisite number of shareholders and of each Director or member of such committee or subcommittee is received by the Secretary of the corporation and filed in the minutes of the corporation as provided or required by the Florida Business Corporation Act, F.S. Chapter 607.**

**All meetings of the shareholders, Board of Directors, and Executive Committee of the Board of Directors may be held by conference, telephone, telex-call, or similar communication equipment by means of which Shareholders, Directors, or members of said Board or committee may communicate among themselves. All shareholders, Directors, or members actually participating in such meeting shall be deemed present at such meeting in person for all purposes and all action taken at such meeting shall be deemed valid and lawful action by shareholders or such Board of Directors or committee to the extent such action would be valid and lawful if taken in consequence of a formal meeting.**

**44. Shareholders' Agreement. Any agreement among the corporation and all of the shareholders of the corporation which, among other things, includes provisions, terms, conditions, and agreements which are required or permitted by the Florida Business Corporation Act to be included in the Bylaws of a corporation shall be deemed to be and be part of these Bylaws, and such shareholders' agreement is hereby adopted and incorporated by reference as fully as if set forth herein. To the extent that any such provisions, terms, conditions, and agreements of such shareholders' agreement conflict or seemingly conflict with any of the terms and provisions of these Bylaws proceeding this Article 44, to the extent permitted by the Florida Business**

Corporation Act, such provisions, terms, conditions, and agreements of such shareholders' agreement shall supersede and replace such terms and provisions of the Bylaws and shall govern the matters and proceedings which conflict or seemingly conflict with such terms and provisions of these Bylaws.

**45. Emergency Bylaws. The Emergency Bylaws provided in this Paragraph 45 shall be operative during any emergency as defined in the Florida Business Corporation Act, notwithstanding any different provision in the preceding provisions of the Bylaws or in the Articles of Incorporation of the corporation or in the Florida Business Corporation Act. To the extent not inconsistent with the provisions of this Article 45, the Bylaws provided in the preceding provisions shall remain in effect during such emergency and upon its termination the emergency Bylaws shall cease to be operative.**

**During any such emergency:**

**(a) All of the officers of the corporation shall be deemed to be and be directors of the corporation.**

**(b) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.**

**(c) At any such meeting of the Board of Directors, a quorum shall consist of two or more of the directors of the corporation, if the number of directors and officers of the corporation is more than one.**

**(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.**

**(e) The Board of Directors, either before or during any such emergency, may change the head officer or designate several alternative head officers or regional officers.**

**No officer, director, or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.**

**These emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the shareholders, but no such repeal or change shall modify the provisions of the next preceding**

paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

**CERTIFICATE**

We, the undersigned, hereby certify that the foregoing constitutes the Bylaws of said corporation.

DATED this ..... day of ....., 20.....

President

Secretary

B. Professional Service Limited Liability Company

1. [§9.24] Articles Of Organization (With Certificate Of Designation Of Registered Agent And Registered Office)

**ARTICLES OF ORGANIZATION FOR  
PROFESSIONAL SERVICE  
LIMITED LIABILITY COMPANY**

This Professional Service Corporation and Limited Liability Company Act (the “Limited Liability Company”) is organized under the provisions of F.S. Chapters 608 and 621 for the purpose of providing such professional services as are hereafter specified.

**ARTICLE I – NAME**

The name of the Limited Liability Company is ....., PLC/PLLC.

**ARTICLE II – ADDRESS**

The mailing and street address of the principal office of the Limited Liability Company is .....

**ARTICLE III – AREAS OF PRACTICE**

The areas of practice of the Limited Liability Company are limited to .....

**ARTICLE IV – MANAGEMENT**

The Limited Liability Company is a manager-managed limited liability company. The Limited Liability Company shall be managed by the .....manager/managers..... who .....is/are..... designated, appointed, or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company.

The persons designated or appointed as managers shall carry out and further the decisions and actions of the Member that are made pursuant to the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages, and security agreements, and any other type or form of document by which property or property rights of the Limited Liability Company are transferred or encumbered or by which debts and obligations of the Limited Liability Company are created, incurred, or evidenced, which are necessary, appropriate, or beneficial to carry out or further such decisions or actions.

In accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**Personal Representative**

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of F.S. 608.415, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the state of Florida.

The name of the Limited Liability Company is ....., PLC/PLLC.

The name and the Florida street address of the registered agent are: ....., Florida .....

Having been named as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to

act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:

2. [§9.25] Operating Agreement (With Schedule A)

**OPERATING AGREEMENT  
OF ..... PLC/PLLC  
(A FLORIDA LIMITED LIABILITY COMPANY)**

**THIS OPERATING AGREEMENT (the “Operating Agreement”) is entered into by the undersigned (the “Member”), effective as of ....(date).....**

**RECITAL**

The Member desires to form ....., PLC, a professional limited liability company (the “Company”), under the Florida Limited Liability Company Act for the purposes set forth herein, and accordingly desires to enter into this Operating Agreement to set forth the terms and conditions of the business and affairs of the Company and to determine the rights and obligations of its Member.

NOW, THEREFORE, the Member, intending to be legally bound by this Operating Agreement, hereby agrees that the limited liability company operating agreement of the Company shall be as follows:

**ARTICLE I  
DEFINITIONS**

When used in this Operating Agreement, the following terms shall have the meanings set forth below.

“Act” means, collectively, the Florida Limited Liability Company Act, as amended from time to time, F.S. Chapter 608, and the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621 (or the corresponding provision(s) of any succeeding law).

“Capital Contribution(s)” means the amount of cash and the agreed value of property, services rendered, promissory note, or other obligation to contribute cash or property or to perform services contributed by the Member for such member’s interest in the Company, equal to the sum of the Member’s initial Capital Contributions plus the Member’s additional Capital Contributions, if any, less payments or distributions which are deemed a

return of capital under the Act.

“Code” means the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as amended from time to time (or any corresponding provision or provisions of succeeding law).

“Member” means the undersigned or a person admitted as a Member pursuant to this Operating Agreement. Except to the extent permitted by law, no person may be a Member or provide ..... services as a Member of the Company who is not a licensed ..... in the state or jurisdiction in which the services are provided.

“Person” means any individual, partnership, firm, corporation, limited liability company, joint-stock company, trust, or other entity.

## ARTICLE II FORMATION

**Organization.** The Member hereby organizes the Company as a single-member Florida professional limited liability company pursuant to the provisions of the Act.

**Effective Date.** The Company shall come into being on and this Operating Agreement shall take effect from the date the Articles of Organization of the Company are filed with the Florida Department of State.

**Operating Agreement: Invalid Provisions.** The Member, by executing this Operating Agreement, hereby agrees to the terms and conditions of this Operating Agreement, as they may from time to time be amended. To the extent any provision of this Operating Agreement is prohibited or ineffective under the Act, this Operating Agreement shall be deemed to be amended to the least extent necessary to make this Operating Agreement effective under the Act. In the event the Act is subsequently amended or interpreted in such a way to validate any provision of this Operating Agreement that was formerly invalid, such provision shall be considered to be valid from the effective date of such amendment or interpretation.

## ARTICLE III PURPOSE; NATURE OF BUSINESS

**Purpose; Nature of Business.** The purpose of the Company shall be to engage in the practice of providing ..... services and any other lawful business that may be engaged in by a professional limited liability company organized under the Act which provides such services, as such business activities may be determined by the Member from time to time. The Company shall have the authority to do all things necessary or convenient to accomplish

its purpose and operate its business as described in this section.

**Powers.** The Company shall have all powers of a professional services limited liability company under the Act and the power to do all things necessary or convenient to accomplish its purpose and operate its business as described herein.

#### ARTICLE IV MEMBER AND CAPITAL

**Member and Initial Capital Contribution.** The name, address, and value of the initial Capital Contribution of the Member shall be set forth on Schedule A attached hereto.

**Additional Capital Contributions.** The Member shall have no obligation to make any additional Capital Contributions to the Company. The Member may make additional Capital Contributions to the Company as the Member determines are necessary, appropriate, or desirable.

#### ARTICLE V DISTRIBUTIONS AND ALLOCATIONS

**Distributions and Allocations.** All distributions of cash or other assets of the Company shall be made and paid to the Member at such time and in such amounts as the Member may determine. All items of income, gain, loss, deduction, and credit shall be allocated to the Member.

#### ARTICLE VI TAXATION

**Income Tax Reporting.** The Member is aware of the income tax consequences of the allocations made by Article V hereof, and hereby agrees to be bound by the provisions of Article V hereof in reporting the Member's share of Company income and loss for federal and state income tax purposes.

**Disregarded as an Entity.** Notwithstanding anything contained herein to the contrary, and only for purposes of federal and, if applicable, state income tax purposes, the Company shall be disregarded as an entity separate from the member for such federal and state income tax purposes unless and until the Member causes the Company to file an election under the Code to be classified as an association taxable as a corporation.

#### ARTICLE VII RIGHTS, POWER, AND AUTHORITY OF THE MEMBER

**Management by the Member as a Manager.** The Member as the

Manager shall have the full and exclusive right, power, and authority to manage the affairs of the Company and to bind the Company, to make all decisions with respect thereto, and to do or cause to be done any and all acts or things deemed by the Member as the Manager to be necessary, appropriate, or desirable to carry out or further the business of the Company.

**Manager.** Without limiting the rights of the Member or the Company under F.S. 608.404(8), the Member, as the Manager, shall act as the agent of the Company to carry out and further the decisions and actions of the Member made pursuant to this agreement and to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including but not limited to deeds, bills of sale, assignments, leases, promissory notes, mortgages and security agreements, and any other type or form of document by which property or property rights of the Company are transferred or encumbered or by which debts and obligations of the Company are created, incurred, or evidenced that are necessary, appropriate, or beneficial to carry out or further such decisions or actions.

**Professional Limitations.** Except to the extent permitted by law, no person may be a Manager or provide ..... services as a Manager of the Company who is not a licensed as a ..... in the state or jurisdiction in which the services are provided.

#### ARTICLE VIII DISSOLUTION AND WINDING UP

**Events of Dissolution.** The Company shall be dissolved upon the first to occur of (a) the written consent of the member or (b) the entry of a decree of judicial dissolution under the Act.

#### ARTICLE IX BOOKS AND RECORDS

**Books and Records.** The Member shall keep or cause to be kept at the principal place of business of the Company true and correct books of account, in which shall be entered fully and accurately each and every transaction of the Company. The Company's taxable and fiscal years shall be the same as the taxable and fiscal years of the Member.

#### ARTICLE X LIMITATION OF LIABILITY; INDEMNIFICATION

**Limited Liability.** Except as otherwise provided by the Act, the debts, obligations, and liabilities of the Company, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of the Company, and the Member shall not be obligated personally for any such debt, obligation,



or liability of the Company solely by reason of being a member. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under this Operating Agreement or the Act shall not be grounds for imposing personal liability on the Member for any debts, liabilities, or obligations of the Company. Except as otherwise expressly required by law, the Member, in such Member's capacity as such, shall have no liability in excess of (a) the amount of such Member's net Capital Contributions, (b) such Member's share of any assets and undistributed profits of the Company, and (c) the amount of any distributions required to be returned pursuant to F.S. 608.428.

**Indemnification.** The Company (including any receiver or trustee of the Company) shall, to the fullest extent provided or allowed by law, indemnify, save harmless, and pay all judgments and claims against the Member and each of the Member's agents, affiliates, heirs, legal representatives, successors, and assigns (each, an "Indemnified Party") from, against, and in respect of any and all liability, loss, damage, and expense incurred or sustained by the Indemnified Party in connection with the business of the Company or by reason of any act performed or omitted to be performed in connection with the activities of the Company or in dealing with third parties on behalf of the Company, including costs and attorneys' fees before and at trial and at all appellate levels, whether or not suit is instituted (which attorneys' fees may be paid as incurred), and any amounts expended in the settlement of any claims of liability, loss, or damage, provided that the act or omission of the Indemnified Party does not constitute fraud or willful misconduct by such Indemnified Party. The Company shall not pay for any insurance covering liability of the Member or the Member's agents, affiliates, heirs, legal representatives, successors, and assigns for actions or omissions for which indemnification is not permitted hereunder. However, nothing contained herein shall preclude the Company from purchasing and paying for such types of insurance, including extended coverage liability and casualty and worker's compensation, as would be customary for any Person owning, managing, and/or operating comparable property and engaged in a similar business or from naming the Member and any of the Member's agents, affiliates, heirs, legal representatives, successors, or assigns or any Indemnified Party as additional insured parties thereunder.

**Nonexclusive Right.** The provisions of this Article X shall be in addition to and not in limitation of any other rights of indemnification and reimbursement or limitations of liability to which an Indemnified Party may be entitled under the Act, common law, or otherwise. Notwithstanding any repeal of this Article X or other amendment hereof, its provisions shall be binding upon the Company (subject only to the exceptions above set forth) as to any claim, loss, expense, liability, action, or damage due to or arising out of matters which occur during or relate to the period prior to any such repeal or

amendment of this Article X.

ARTICLE XI  
AMENDMENT

**Amendment. This Operating Agreement and the Articles of Organization may not be amended, altered, or modified except by the written consent of the Member.**

ARTICLE XII  
MISCELLANEOUS

**Binding Effect. This Operating Agreement shall be binding upon and inure to the benefit of the undersigned, its legal representatives, heirs, successors, and assigns.**

**Applicable Laws. This Operating Agreement and the rights and duties of the Member hereunder shall be governed by and interpreted and construed in accordance with the laws of the State of Florida, without regard to principles of choice of law.**

**Headings. The article and section headings in this Operating Agreement are inserted as a matter of convenience and are for reference only and shall not be construed to define, limit, extend, or describe the scope of this Operating Agreement or the intent of any provision.**

**Number and Gender. Whenever required by the context hereof, the singular shall include the plural and vice versa, and the masculine gender shall include the feminine and neuter genders and vice versa.**

**Assignment of Interest and New Members. The Member may not assign his, her, or its interest in the Company (in whole or in part) except with the consent of ..... No Person may be admitted as a Member except by written consent of the Member and unless such Person is licensed to provide the services described herein in the state or jurisdiction in which the services are provided.**

**Approval Rights of Member. Notwithstanding anything in this Operating Agreement to the contrary, the following actions by the Company shall require the written consent of the Member:**

**(a) The adoption of a plan of merger or consolidation involving the Company;**

**(b) The purchase, lease, or acquisition of any property by the Company, otherwise than in the usual and regular course of business of the**

**Company; and**

**(c) The sale, lease, exchange, or other disposition of all or substantially all of the property of the Company, other than in the usual and regular course of business of the Company.**

**IN WITNESS WHEREOF, this Operating Agreement has been made and executed by the Member effective as of the date first written above.**

**MEMBER:**

**[NAME]**

**The following person(s) accept the following office(s) to which such person(s) have (has) been appointed.**

**SCHEDULE A  
NAME, ADDRESS, AND INITIAL CAPITAL CONTRIBUTION  
OF THE MEMBER**

<u>Name of Member</u>	<u>Address of Member</u>	<u>Value of Initial Capital Contribution of Member (1) (2)</u>
---------------------------	--------------------------	--

(1) Additional money, real property, or other personal property may be transferred, from time to time, in the future, to the Company by these (this) person(s), if they (he/she) elect(s) to so do, as additional capital contribution(s).

(2) Together the tangible and intangible personal property is set forth in the attached Assignment and Assumption Agreement, all of which property has an agreed value to be established by the Company in consultation with the Member's and Company's accountant.

C. [§9.26]Sample Board Minutes Of Professional Association

**MINUTES OF THE FIRST MEETING OF THE BOARD  
OF DIRECTORS OF GREGORY N. CRUNCHER, D.O., P.A.**

The following are the minutes of the first meeting of the Board of Directors of Gregory N. Cruncher, D.O., P.A., a Florida corporation, held at Orlando, Florida, on January 1, 2013, at 9 a.m., said meeting having been held on the call of Gregory N. Cruncher.

Present at the meeting was Gregory N. Cruncher, D.O., who is the Director of the Corporation designated by the Articles of Incorporation filed on December 15, 2012.

Gregory N. Cruncher, D.O. was elected unanimously to preside at the meeting.

A copy of the Articles of Incorporation of the Corporation was presented to the Board bearing an official file stamp and certification, and on motion duly made and seconded, it was unanimously:

**RESOLVED**, that a copy of the Articles of Incorporation of this Corporation bearing the Secretary of State's file stamp and certification be inserted in the minute book of this Corporation and the contents of these

Articles are accepted and ratified by the Directors.

On Motion duly made and seconded, it was unanimously:

**RESOLVED**, that the Corporation shall maintain, as part of its corporate record, a book, titled "Minute Book," which shall include, but shall not be limited to, a record of its Articles of Incorporation and amendments thereto, its Bylaws and amendments thereto, minutes of all meetings of its Directors, the names of those present at Directors' meetings, minutes of all meetings of its shareholders with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the number of shares present or represented at shareholders' meetings, and the proceedings thereof.

**RESOLVED FURTHER**, that the Secretary of the Corporation is directed to procure such Minute Book and such other books and records as may be required by the Corporation.

A document consisting of 10 pages titled "Bylaws of Gregory N. Cruncher, D.O., P.A." was then presented to and considered by the meeting. After a review of such Bylaws and a discussion of the particular parts thereof, on motion duly made and seconded, it was unanimously:

**RESOLVED**, that the Bylaws presented to and considered at this meeting are adopted as the Bylaws of this Corporation and the Secretary of the Corporation is ordered to certify a copy of such Bylaws and insert them in the Minute Book of the Corporation. The Secretary is further ordered to certify a copy of such Bylaws and maintain them in the principal office of the Corporation for the transaction of its business open for inspection by the shareholders at all reasonable times during office hours.

A corporate seal was then presented to the meeting and on motion duly made and seconded, it was unanimously:

**RESOLVED**, that a corporate seal, consisting of two concentric circles containing the words "Gregory N. Cruncher, D.O., P.A." and in the center of such circles the words "Corporate Seal" and "Florida" together with the date of incorporation of this Corporation, is adopted as the corporate seal of the Corporation, and the Secretary is instructed to impress such seal on the minutes of this meeting below the place where this resolution appears.

A form of share certificate purporting to represent shares of this Corporation was presented to the meeting, and on motion duly made and seconded, it was unanimously:

**RESOLVED**, that the share certificates representing shares of this

Corporation be in substantially the same form as the form of share certificate presented to this meeting; that each such share certificates shall be consecutively numbered beginning with Number 1; shall be issued only when the signature of the President or a Vice President and the Treasurer or Assistant Treasurer, or the Secretary or Assistant Secretary, are affixed thereto; shall state on its face that the Corporation is organized under the laws of the State of Florida, the name of the person to whom the certificate representing the shares is issued, the number and class of shares and the designation of the series, if any, which such certificate represents, and the par value of each share, and shall otherwise fully comply with all the requirements of the corporate law of the State of Florida, and that the Secretary is instructed to annex hereto the form of certificate presented to this meeting to these minutes and mark such certificate as Exhibit "A".

On motion duly made, seconded, and unanimously approved, the following resolutions were adopted:

**RESOLVED**, that the registered office of this Corporation shall be established and maintained at 800 Magnolia Avenue, Suite 201, Orlando, Florida.

**RESOLVED FURTHER**, that the registered agent shall be Andrew A. Agent, who is the person so designated in the Articles of Incorporation.

Nominations were made for persons to hold office as Officers of this Corporation and by unanimous approval the following resolution was adopted:

**RESOLVED**, that the following persons are elected as Officers of this Corporation to the offices set forth opposite their respective names:

<b>NAME</b>	<b>OFFICE</b>
<b>Gregory N. Cruncher, D.O.</b>	<b>President/Secretary</b>

On motion duly made, seconded, and unanimously adopted, it was:

**RESOLVED**, that the Corporation issue one thousand (1,000) of its shares in exchange for cash at a price of \$1.00 per share to the following named persons in the amounts set forth opposite their respective names, these shares to be issued following receipt of the purchase price.

<b>Name of Shareholder</b>	<b>Number of Shares</b>
----------------------------	-------------------------

Gregory N. Cruncher, D.O.

1,000

**RESOLVED FURTHER**, that the Officers of this Corporation be and each of them hereby is authorized and directed to execute and deliver certificates representing the aforesaid shares upon the receipt of the required consideration therefore and are further authorized, directed, and empowered to execute all documents and to take such action as they may deem necessary or advisable in order to carry out and perform the purposes of these resolutions.

A discussion was then had among the Directors regarding the necessity and convenience of securing such permits and licenses as may be necessary for the Corporation to otherwise conduct its business. On motion duly made and seconded, it was unanimously:

**RESOLVED**, that the officers of the Corporation are directed to obtain in the name of the Corporation such licenses and tax permits as may be required for the conduct of the business of the Corporation by any federal, state, county, or municipal governmental ordinance or regulation, and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the laws and regulations of any appropriate federal, state, or municipal governmental authority. All such actions already accomplished by the Officers are hereby ratified, and the Officers who have advanced any funds or incurred any expenses in doing so shall be promptly reimbursed therefore.

After discussion and upon motion duly made and seconded, the following resolutions were unanimously adopted:

**RESOLVED**, that the President of the Corporation be and hereby is authorized and directed to pay all expenses incident to and necessary for the organization of the Corporation.

**RESOLVED FURTHER**, that the President and the Secretary be and hereby are authorized and directed to execute and to attest and affix the Corporation's seal, respectively, to all agreements by the Corporation to acquire the assets necessary to operate the business and to file copies thereof with these minutes and in connection therewith to execute in the name and on behalf of the Corporation all necessary or desirable deeds, mortgages, notes, contracts, and other written agreements or instruments. On motion duly made, seconded, and carried, it was:

**RESOLVED**, that Alice Accountant, a duly certified public accountant, be retained as accountant for the Corporation as requested by the

**President on terms determined reasonable and acceptable to the President, to establish, prepare, and maintain the financial records of the Corporation, and to prepare such financial statements and tax returns as may be required of the Corporation or requested by its Officers and Directors from time to time; and**

**RESOLVED FURTHER, that Alice Accountant is hereby authorized and directed to procure for and at the expense of the Corporation such books and records as may be required to maintain properly the financial records of the Corporation.**

**After further discussion, it was unanimously:**

**RESOLVED, that Linda A. Lawyer having been retained by the Incorporator as attorney to form the Corporation, the President is directed and authorized to pay all amounts due on account of attorneys' fees or costs connected with the formation of the Corporation, the issuance of shares by it, or its qualifying to transact business, and these expenses shall be a liability of the Corporation whether or not the services were performed prior to or after the date of this meeting; and**

**RESOLVED FURTHER, that Linda A. Lawyer be retained as general counsel for the Corporation to act as its attorney as requested by the President on terms determined reasonable and acceptable to the President.**

**The Chairman asked whether there was any further business to come before the Directors at this meeting, and there being no response, the meeting was adjourned.**

**Dated: January 1, 2013.**

**/s/ Gregory N. Cruncher**

**Gregory N. Cruncher, D.O.,  
Secretary**