

600861

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ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

3520 Thomasville Road, 4th Floor

(Address)

Tallahassee, Florida 32308 893-4105

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Women's Medical Group, P.A.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

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

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99 OCT 20 AM 10:31  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
99 OCT 20 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Examiner's Initials

DR  
10/20/99

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WOMEN'S MEDICAL GROUP, P.A.**

99 OCT 20 PM 4:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of WOMEN'S MEDICAL GROUP, P.A., a professional association under the laws of the State of Florida (the "Corporation") and the provisions of Chapter 621, Florida Statutes, are adopted and filed pursuant to the provisions of Sections 607.1001, and 607.1007, Florida Statutes, as amended, and have been duly authorized, approved and adopted by the Board of Directors by unanimous written consent, dated as of October 1, 1999, and shall be effective on the date of filing with the Florida Department of State, Division of Corporations.

All amendments included in these amended and restated Articles of Incorporation have been adopted pursuant to Chapter 621, Sections 607.1001, and 607.1007, Florida Statutes, and there is no discrepancy between the Articles of Incorporation of WOMEN'S MEDICAL GROUP, P.A., and the provisions of these amended and restated Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Sections 607.1001, and 607.1007, Florida Statutes, as amended.

**ARTICLE I  
NAME**

The name of the Corporation is **WOMEN'S MEDICAL GROUP, P.A.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of this Corporation is 4205 Belfort Road, Suite 2004, Jacksonville, Florida 32216.

**ARTICLE III  
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV  
PURPOSE**

The sole and specific purpose for which this Corporation is organized is to operate and maintain an establishment and otherwise serve the convenience of its shareholders in carrying on and engaging in the practice of medicine and to carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes and not specifically precluded by any provision of Section 621.08 thereof.

ARTICLE V  
AUTHORIZED SHARES

The aggregate number of shares of stock which the Corporation shall have authority to issue is 5,000, consisting of one class only, designated as "common stock," and having a par value of one dollar (\$1.00), each. Each issued and outstanding share shall be entitled to one vote. The shareholders may, by Bylaw provision, unanimously approved, or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE VI  
PREEMPTIVE RIGHTS

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

ARTICLE VII  
BOARD OF DIRECTORS

The Corporation shall have not less than one (1) nor more than five (5) directors, as shall be appointed in accordance with the Bylaws. Upon the filing hereof, the Corporation shall have one (1) director.

ARTICLE VIII  
DIRECTOR

The name and street address of the present member of the Board of Directors, who shall hold office until her successor is elected or appointed and has qualified is:

Name

Address

Angela S. Martin, M.D.

4205 Belfort Road, Suite 2004  
Jacksonville, Florida 32216

ARTICLE IX  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 4205 Belfort Road, Suite 2004, Jacksonville, FL 32216, and the name of the registered agent of this Corporation at that address is Angela S. Martin, M.D.

ARTICLE X  
LICENSURE REQUIREMENTS

All of the shareholders, directors and officers of the Corporation are required at all times to be persons licensed to practice medicine in the State of Florida. If any shareholder, director or officer of the Corporation becomes legally disqualified to render professional or other personal services, consultation or advice within this state in connection with the practice of medicine, he shall transfer any shares in the Corporation owned by him to the Corporation or another person qualified to own such shares, as required by Section 621.10, Florida Statutes, or pursuant to such other arrangements or provisions (not inconsistent with Section 621.10) as may be provided in the Bylaws of the Corporation or any agreement between such shareholder and the Corporation. If at any time all of the shareholders of the Corporation shall cease, at any one time and for any reason, to be licensed to practice medicine in the State of Florida, the Corporation shall thereupon be deemed to be converted into and shall henceforth operate solely as a business Corporation pursuant to the provisions of Chapter 607, Florida Statutes, as amended, or its successors.

ARTICLE XI  
INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) written statement requesting such advance; (ii) evidence of the expenses incurred; and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance; (ii) evidence of the expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specification by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligation of the Corporation relating thereto.

**ARTICLE XII**  
**AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its 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.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of **WOMEN'S MEDICAL GROUP, P.A.** were executed on behalf of the Corporation by its President and attested by its Secretary, under the Corporation seal, this 1 day of October, 1999.

**WOMEN'S MEDICAL GROUP, P.A.**

By: \_\_\_\_\_

Angela S. Martin, M.D., President

(CORPORATE SEAL)

Attest: \_\_\_\_\_

Debra K. Willis, Secretary

CERTIFICATE NAMING AGENT UPON WHOM 99  
PROCESS MAY BE SERVED

FILED  
OCT 20 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That WOMEN'S MEDICAL GROUP, P.A., a professional association duly organized and existing under the laws of the State of Florida, with its registered office being 4025 Belfort Road, Suite 2004, Jacksonville, Florida 32216, County of Duval, State of Florida, has named ANGELA S. MARTIN, M.D. as its registered agent to accept service of process within this state.

Dated: October 1, 1999

  
ANGELA S. MARTIN, M.D., President

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said registered office.

Dated: October 1, 1999

  
ANGELA S. MARTIN, M.D.