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CARLTON FIELDS

ATTORNEYS AT LAW

HARBOURVIEW BUILDING  
25 WEST CEDAR STREET, 4TH FLOOR  
PENSACOLA, FLORIDA 32501-5974

MAILING ADDRESS:  
P.O. BOX 12426, PENSACOLA, FL 32582-2426  
TEL (904) 434-0142 FAX (904) 434-5366

July 10, 1997

VIA OVERNIGHT DELIVERY

Florida Department of State  
Attention: LLC Filings  
409 East Gaines Street  
Tallahassee, FL 32399

200002236092--7  
-07/11/97--01087--001  
\*\*\*\*337.50 \*\*\*\*337.50

Re: Gynecology & Obstetrics Associates L.C.

Dear Ladies:

Enclosed are the following:

1. Original and one (1) copy of the Articles of Organization of Gynecology & Obstetrics, L.C.; and
2. Our firm check in the amount of \$337.50 for your filing fee and for a certified copy.

Please file the Articles of Organization and furnish me with a certified copy.

If you have any questions, please do not hesitate to contact me.

Sincerely,

*Pat Marshall*

Pat Marshall  
Legal Assistant to  
SALLY C. BUSSELL

pmm  
Enclosures

cc: Lisa D. Tucker, M.D.

FILED  
97 JUL 11 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PW4452.1

**ARTICLES OF ORGANIZATION  
OF  
GYNECOLOGY & OBSTETRICS, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

**FILED**

97 JUL 11 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned (the "Members") acting as the organizers of GYNECOLOGY & OBSTETRICS, L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE 1  
NAME**

The name of the limited liability company is GYNECOLOGY & OBSTETRICS, L.C. (the "Company").

**ARTICLE 2  
PURPOSE AND POWERS**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE 3  
INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS  
AND PRINCIPAL PLACE OF BUSINESS**

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Lisa Dunning Tucker, M.D. The mailing and street address of the Company's registered office is 4900 Grande Drive, Pensacola, Florida 32504.

B. Principal Place of Business. The mailing address and the street address of the Company's principal place of business is 4900 Grande Drive, Pensacola, Florida 32504.

**ARTICLE 4  
CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION  
AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the Members to the Company is as follows:

	<u>Amount</u>	<u>Percentage</u>
1. Lisa Dunning Tucker, M.D.	\$100.00	33 1/3%
2. Suzanne Yancey Bush, M.D.	\$100.00	33 1/3%
3. Gordon T. Couch, M.D.	<u>\$100.00</u>	<u>33 1/3%</u>
Total Initial Contributions	\$300.00	100%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the Members in proportion to the initial contributions made by the Members as detailed in Article 4(A) above.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in proportion to the initial contributions made by the Members as detailed in Article 4(A) above.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company. However, such additional capital contributions shall not alter the Members' shares of profits and losses or Member voting power without the written consent of all other existing Members of the Company.

## ARTICLE 5 ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Membership interests shall only be transferable with the unanimous written consent of all then existing Members of the Company.

## ARTICLE 6 MANAGEMENT OF THE COMPANY

The management of the Company is reserved to the Members. The Members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company. The names and addresses of the Managing Members are as follows:

Lisa Dunning Tucker, M.D.  
4900 Grande Drive  
Pensacola, FL 32504

Suzanne Yancey Bush, M.D.  
4900 Grande Drive  
Pensacola, FL 32504

Gordon T. Couch, M.D.  
4900 Grande Drive  
Pensacola, FL 32504

**ARTICLE 7**  
**PERIOD OF DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.409, Fla. Stat., and shall be perpetual, unless dissolved sooner in accordance with the terms of the Regulations of the Company. The Company may be continued by the unanimous written consent of all the remaining Members upon the death, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

**ARTICLE 8**  
**INDEMNIFICATION**

Each individual or entity who is or was a Managing Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Managing Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Managing Member or officer existing at the time of such repeal or amendment.

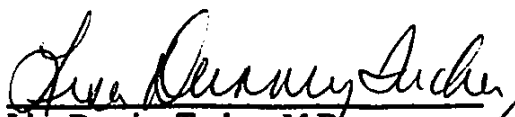
**ARTICLE 9**  
**AMENDMENTS**

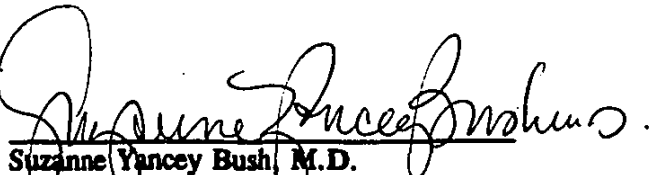
The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

**ARTICLE 10**  
**ADOPTION OF REGULATIONS**

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of this 7<sup>th</sup> day of JULY, 1997.

  
Lisa Dunning Tucker, M.D.

  
Suzanne Yancey Bush, M.D.

  
Gordon T. Couch, M.D.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of JULY, 1997, by Lisa Dunning Tucker, M.D., who is personally known to me or who has produced personally known to me as identification.

(SEAL)



  
Signature of Notary

Debra J. Fortin  
Printed Name of Notary

Notary Public

Commission No.: CC 640048

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7<sup>TH</sup> day of JULY, 1997, by Suzanne Yancey Bush, M.D., who is personally known to me or who has produced personally known to me as identification.

(SEAL)



Debra J. Fortin  
Signature of Notary

Debra J. Fortin  
Printed Name of Notary

Notary Public

Commission No.: CC 640048

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7<sup>TH</sup> day of JULY, 1997, by Gordon T. Couch, M.D., who is personally known to me or who has produced personally known to me as identification.

(SEAL)



Debra J. Fortin  
Signature of Notary

Debra J. Fortin  
Printed Name of Notary

Notary Public

Commission No.: CC 640048

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

I, Lisa Dunning Tucker, M.D., hereby accept my designation as registered agent of the Company and acknowledge that I am familiar with and accept the obligations of such position.

  
Lisa Dunning Tucker, M.D.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT**

**FILED**

**STATE OF FLORIDA**

**COUNTY OF ESCAMBIA**

97 JUL 11 AM 10:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being duly sworn, hereby states and deposes as follows:

1. That the undersigned is a Member of GYNECOLOGY & OBSTETRICS, L.C. (the "Company") and is familiar with the facts herein.
2. That there are at least two Members of the Company.
3. That it is anticipated that the Members will contribute the following amounts of capital in cash to the Company:

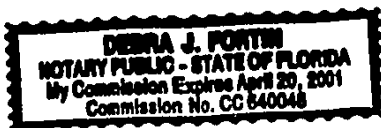
Lisa Dunning Tucker, M.D.	\$ 100.00
Suzanne Yancey Bush, M.D.	\$ 100.00
Gordon T. Couch, M.D.	\$ 100.00

Further Affiant sayeth naught.

*Lisa Dunning Tucker*  
Print Name: LISA DUNNING TUCKER, M.D.

The foregoing instrument was acknowledged before me this 7<sup>TH</sup> day of JULY, 1997, by DR. LISA TUCKER, who is personally known to me or who has produced personally known to me as identification.

(SEAL)



*Debra J. Fortin*  
Signature of Notary

DEBRA J. FORTIN  
Printed Name of Notary

Notary Public

Commission No.: CC640048