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FLORIDA NON-PROFIT CORPORATION

PATIENT CENTERED HEALTH NETWORK, INC.

Certificate of Status	0
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H04000037544 3

**ARTICLES OF INCORPORATION
FOR
PATIENT CENTERED HEALTH NETWORK, INC.**

ARTICLE I. NAME

The name of the corporation is Physician Centered Health Network, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of this corporation is:

240 Southpark Circle East
St. Augustine, FL 32086

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code (the "Code"). Principally, this corporation is formed to arrange for or provide health care services to low income persons in St. Johns County, Florida and its surrounding area, with the goal for the corporation to qualify and become a Federally Qualified Health Center.

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ARTICLE V. BOARD OF DIRECTORS

SECTION 1. The concerns, direction and management of the affairs of this corporation shall be vested in the Board of Directors. This corporation shall have no members.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph Gordy	Flagler Hospital 400 Healthpark Boulevard St. Augustine, FL 32086
Cathy Brown	St. Johns Council on Aging Executive Director 180 Marine Street St. Augustine, Florida 32084
Dr. David Rice	Ancient City Baptist Church Pastor 27 Sevilla Street St. Augustine, Florida 32084

H04000037544 3

ARTICLE VI. ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make to payments and distributions in furtherance of the purposes set forth in Article IV above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII. DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

H04000037544 3

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 240 Southpark Circle East, St. Augustine, FL 32086 and the name of the registered agent at that address is S. S. Marathe, M.D.

ARTICLE IX. INCORPORATOR

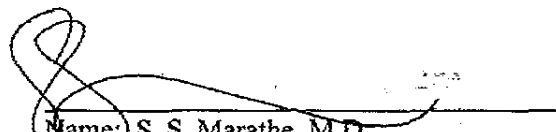
The name and address of the incorporator signing these Articles of Incorporation is:

S. S. Marathe
240 Southpark Circle East
St. Augustine, FL 32086

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Board of Directors.

The undersigned, for the purpose of forming a non-profit 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.


Name: S. S. Marathe, M.D.
Title: Incorporator

H04000037544 3

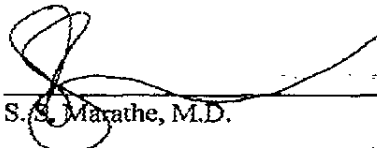
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, and 617.0501, Florida Statutes, the following is submitted:

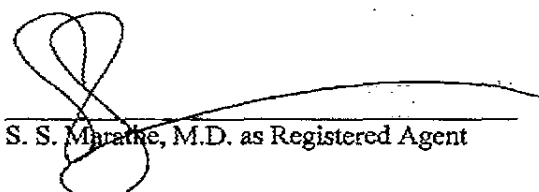
Patient Centered Health Network, Inc. desiring to organize or qualify as a as a not-for-profit corporation under the laws of the State of Florida hereby designates S. S. Marathe, M.D. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 240 Southpark Circle East, St. Augustine, Florida 32086.

2/19, 2004


S. S. Marathe, M.D.

Having been named to accept service of process for the above stated professional association, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

2/19, 2004


S. S. Marathe, M.D. as Registered Agent

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