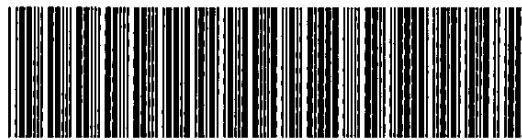


**No6000010025**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*9/30*

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Tampa Bay Medical Group Management Association, Inc.  
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy  
 \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Bryan McDonald  
Name (Printed or typed)

601 Bayshore Blvd, Suite 600  
Address

Tampa, FL 33606  
City, State & Zip

(813) 383-6009  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TAMPA BAY  
MEDICAL GROUP MANAGEMENT ASSOCIATION  
Incorporated

The undersigned natural person, being more than eighteen (18) years of age, acting as the Incorporator, does hereby organize and establish a nonprofit corporation under the Florida Non-profit Corporation Act and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is Tampa Bay Medical Group Management Association Incorporated ("Association").

ARTICLE II

Principal Office

The address of the initial principal office of the Association is 31860 US Highway 19, Palm Harbor, FL 34684. The address of each of the Officers of the Association will change from time to time.

ARTICLE III

Purpose

The Association is organized and formed as a professional association and business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code") to advance the profession of medical group practice management, the industry of ambulatory health care delivery carried on through various forms of medical group practice, and to cooperate with other allied health organizations to improve healthcare delivery to the general public.

## ARTICLE IV

### Election of the Board of Directors

The Board of Directors shall be elected as set forth in the Bylaws of the Association.

## ARTICLE V

### Board of Directors

A. Exercise of Powers. The Association powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, a Board of Directors.

B. Names and Addresses. The names of the persons who are to serve as the initial Board of Directors of the Association, until their successors shall be elected and shall qualify, are as follows:

<u>Name</u>	<u>Address</u>
Joanne Valentin, President	3687 Doral Street, Palm Harbor, FL 34685
Michael Franks, Vice President	964 West Winds Blvd., Tarpon Springs, FL 34689
Bryan McDonald, Treasurer	601 Bayshore Blvd, Suite 600, Tampa, FL 33606
Randy Marcus, Secretary	6397 Cape Hatteras Way #3, St. Petersburg, FL 33702

C. Composition of Board. The Board of Directors shall consist of the Officers of the Association.

## ARTICLE VI

### Registered Agent

The street address of the initial registered office of the Association is Bryan McDonald and the name of the initial registered agent of the Association at such address is 601 Bayshore Boulevard, Suite 600, Tampa, FL 33606.

## ARTICLE VII

### Incorporator

The name and address of the Incorporator of the Association is Joanne Valentin, 3687 Doral Street, Palm Harbor, FL 34885.

## ARTICLE VIII

### Powers and Restrictions

A. Powers. In the furtherance of and subject to the purpose set forth in Article III of these Articles of Incorporation, the Association may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the laws of the State of Florida.

B. Restrictions Upon the Power of Members, Directors, Officers and Others.

1. No part of the net earnings of the Association shall inure to the benefit of any member, Director, or Officer of the Association or any other private individual (except that reasonable payments may be paid for expenses incurred or compensation for services rendered on behalf of the Association affecting one or more of its purposes) and no such member, Director or Officer or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Association or otherwise. Any and all property, both real and personal, which may be owned by the Association at any time, is and shall always be exclusively and irrevocably dedicated to the tax-exempt purposes of the Association. All dues and income received by the Association shall be used for the purposes defined herein.

2. No part of the assets of the Association shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private individuals.
3. Notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt pursuant to Section 501(c)(6).
4. Upon dissolution of the Association, the assets of the Association shall be disposed of according to the procedure outlined in the Florida Nonprofit Corporation Act. After the liabilities of the Association have been discharged or provided for, the Association's remaining assets shall be disposed of by a distribution to an organization or organizations then eligible to receive such distributions under the then applicable provisions of the Code by recommendation of the then acting Board of Directors and approval of a majority of the voting members of the Association.

## ARTICLE IX

### Membership

Membership is available in the following categories: Active, Affiliate, Life, Member in Transition, and Student as each of these categories is defined from time to time in the bylaws of the Association.

## ARTICLE X

### Indemnification

The Association shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorney's fees) incurred by reason of the fact that such person is or was a Director of the Association. The Association shall also

indemnify any person who is serving or has served the Association as Director, Officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the membership or Directors, contract, or otherwise, so long as such provision is legally permissible.

## ARTICLE XI

### Amendments

These Articles of Incorporation may be amended as follows: after resolution of the Board of Directors, which resolution sets forth the proposed amendment, and thereafter pursuant to notice to the membership as provided in the Bylaws, the proposed amendment shall be adopted upon receiving two-thirds (2/3) of the votes of which the members present at the annual meeting or special meeting of the members are entitled to cast.

## ARTICLE XII

### Term of Existence

The duration of the Association shall be perpetual.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator designated in Article X  
of these Articles of Incorporation, have executed the Articles of Incorporation as of this  
20th day of September, 2006.

Joanne Valentin Joanne Valentin

Acceptance of Service of Registered Agent

The under-signed, Bryan McDonald, having been named as registered agent to  
accept service of process for the above-named corporation at the registered office  
designated in these Articles of Incorporation, hereby agrees and consents to act in that  
capacity. The undersigned is familiar with and accepts the duties and obligations of a  
registered agent as provided for in Chapter 617, Florida Statutes. Dated this 20th day  
of September, 2006.

Bryan McDonald

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 20th day of  
SEPTEMBER, 2006 by \_\_\_\_\_.

My commission expires:



Colleen Stuckeler  
My Commission DD261467  
Expires January 27, 2008

Colleen Stuckeler

Notary Public

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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