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FLORIDA PROFIT/NON PROFIT CORPORATION

INDEPENDENT PHYSICIANS ASSOCIATION OF LEE COUNTY, IN

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**ARTICLES OF INCORPORATION
OF
INDEPENDENT PHYSICIANS ASSOCIATION OF LEE COUNTY, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation is INDEPENDENT PHYSICIANS ASSOCIATION OF LEE COUNTY, INC. The principal business address of the corporation is 7152 Coca Sabal Lane, Fort Myers, Florida 33908.

**ARTICLE 2
PURPOSES**

Subject to the limitation and restriction set forth herein, the general nature of the objects and purposes of this corporation shall be:

1. To promote the common business and professional interests of and improve business and professional conditions among physicians and other health care providers located in Lee County Florida;
2. To promote the practice of quality medicine in and around Lee County, Florida;
3. To promote the effective and efficient delivery of quality health care to residents of Lee County, Florida; and
4. To do any and all things necessary and appropriate in connection with the foregoing purpose and incidental thereto.

The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("Code"), or under any corresponding provision of any subsequent federal tax laws.

**ARTICLE 3
MEMBERSHIP**

The membership of this corporation shall consist of all persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become members in the manner provided in the Bylaws.

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ARTICLE 4
TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE 5
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES W. PENUEL, JR., M.D.	7152 COCA SABAL LANE FORT MYERS, FLORIDA 33908

ARTICLE 6
BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased or decreased from time to time as provided in the Bylaws but shall never be less than three (3).

2. The Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The names and addresses of the persons who are to serve as the Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Imtiaz Ahmad, MD	Allergy Sleep & Lung Care 16420 Healthpark Commons Drive Fort Myers, FL 33908
Tanzeem Ahmed, MD	Tanzeem Ahmed, M.D. 2675 Winkler Avenue Suite 100 Fort Myers, FL 33901
Michael Biel, Administrator	Internal Medicine Associates 13813 Metro Parkway Fort Myers, FL 33901
Gary Correnti, MD	Southwest Florida Neurosurgical Associates 12700 Creekside Lane Fort Myers, FL 33919

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<u>NAME</u>	<u>ADDRESS</u>
Scott Dunbar, MD	Florida Cancer Specialists 4371 Veronica Shoemaker Boulevard Fort Myers, FL 33916
Paul Fuchs, MD	Orthopedic Specialists of SW Florida 10201 Arcos Avenue Estero, FL 33901
Raymond Kortanowy, MD	Internal Medicine of Southwest Florida 6311 South Pointe Boulevard Fort Myers, FL 33919
Brian Krivisky, MD	Radiology Regional Center 805 Del Prado Boulevard Cape Coral, FL 33990
Steven Levine, MD	Ameripath 1620 Medical Lane Fort Myers, FL 33907
G. Phillip Lotti, Administrator	Florida Heart Associates 1550 Barkley Circle Fort Myers, Florida 33907-4539
George Markovich	Institute for Orthopedic Surgery and Sports Medicine 10201 Arcos Avenue Estero, FL 33928
Anthony Mathew, MD	Pulmonary Consultants of SW FL, PA/Hospitalist Group of SW FL 708 Del Prado Boulevard S. Cape Coral, FL 33990
James Penzel, MD	Digestive Health Physicians 7152 Coea Sabal Lane Fort Myers, FL 33908
Steven Priest, MD	Florida Heart Associates 1550 Barkley Circle Fort Myers, Florida 33907-4539
James Rubenstein, MD	21st Century Oncology 3680 Broadway Fort Myers, FL 33901

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<u>NAME</u>	<u>ADDRESS</u>
Michael Rubin, MD	Florida Heart Associates 1550 Barkley Circle Fort Myers, Florida 33907-4539
Saurin Shah, MD	Advanced Radiology Imaging 13731 Metropolis Avenue Fort Myers, FL 33912
Nick Sharma, MD	Gastroenterology Associates of SW Florida 4790 Barkley Circle Fort Myers, FL 33907
Steven West, MD	Cardiology Consultants of SW Florida 13411 Parker Commons Boulevard Fort Myers, FL 33912
Stephen Zellner, MD	Internal Medicine Associates 13813 Metro Parkway Fort Myers, FL 33901

ARTICLE 7
DISSOLUTION OF CORPORATION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. The Board of Directors, upon dissolution of this corporation, in accordance with the laws of Florida governing dissolution of not for profit organizations, and organizations exempt from federal income tax under Section 501(c) of the Code, or the corresponding provision of any subsequent federal tax laws, shall distribute all of the corporation's assets remaining, after paying or making provision for the payment of all liabilities of this corporation, exclusively to corporation organized under the laws of the state of Florida as not for profit corporations, and corporations which have qualified for exemption under either Section 501(c)(3) or Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws, and none of the net earnings or assets of this Corporation shall be distributed to any individual or any member, Director, or officer of the corporation.

ARTICLE 8
MISCELLANEOUS

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual or any member, director or officer, of the Corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

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2. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

3. The corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles, nor contrary to the laws of the state of Florida or of the United States regarding not for profit corporations.

ARTICLE 9
DESIGNATION OF REGISTERED AGENT

The initial registered agent of this corporation for the purpose of accepting service of process within this State shall be:

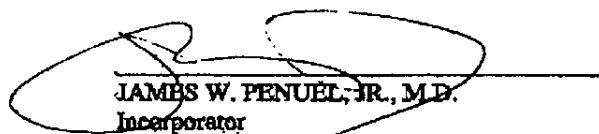
NAME

ADDRESS

JAMES W. PENUEL, JR., M.D.

7152 COCA SABAL LANE
FORT MYERS, FLORIDA 33908

The undersigned incorporator has hereunto set his hand and seal this 3 day of October, 2008, for the purpose of forming this corporation not for profit under the laws of the state of Florida.


JAMES W. PENUEL, JR., M.D.
Incorporator

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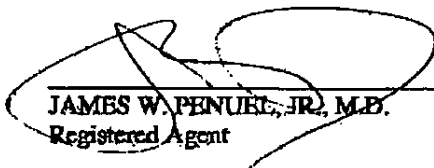
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.


JAMES W. PENUE, JR., M.B.
Registered Agent

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