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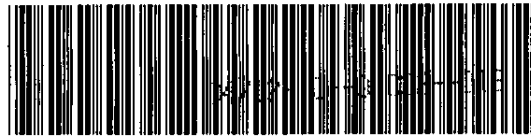
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# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
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Writer's Direct Line: (850) 425-5319

April 12, 2010

Secretary of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

Re: **MSEC, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of Status

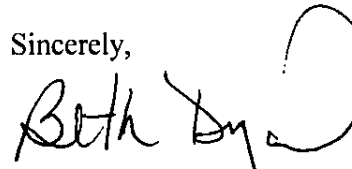
☒ \$78.75  
Filing Fee &  
Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy &  
Certificate of Status

I would appreciate your calling me at 425-5319 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Tim Leadbeater if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Beth Dyal, Assistant to  
John T. "Tim" Leadbeater

/bd  
Enclosures

**ARTICLES OF INCORPORATION OF  
MSEC, INC.**

**A Florida Not-for-profit Corporation**

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The undersigned, who are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.  
Name**

The name of this Corporation shall be **MSEC, INC.**

**Article 2.  
Principal Office**

The principal place of business and the mailing address of the Corporation shall be c/o Tim Leadbeater, 123 S. Calhoun St, Tallahassee, FL 32301.

**Article 3.  
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated to engage in all the lawful activities pertaining to executive medical staff and executive medical staff leadership issues.

**Corporate Powers**

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with the Corporation's above stated purpose.

**Board of Directors**

Section 3.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of at least three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 3.02. The initial Board of Directors of the Corporation shall consist of three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
Wayne B. Batchelor, M.D.	Southern Medical Group 1300 Medical Drive Tallahassee, FL 32308
L. Stephen Sarbeck, M.D.	Pathology Associates P.O. Box 14389 Tallahassee, FL 32317
Albert S. Lee, M.D.	Tallahassee Neurological Clinic 1401 Centerville Road, Suite 300 Tallahassee, FL 32308

#### **Article 4.** **Amendments**

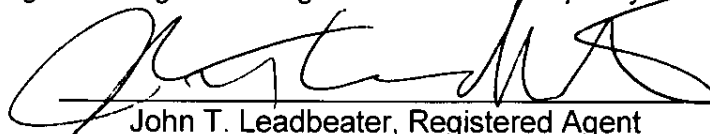
These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

#### **Article 5.** **Registered Office and Registered Agent**

The name and Florida street address of the Registered Agent of the Corporation are as follows:

John T. Leadbeater  
123 S. Calhoun St.  
Tallahassee, Florida 32301

*Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*




John T. Leadbeater, Registered Agent

#### **Article 6.** **Incorporator**

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Albert S. Lee, M.D.	Tallahassee Neurological Clinic 1401 Centerville Road, Suite 300 Tallahassee, FL 32308

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of **MSEC, Inc.** on this 9<sup>th</sup> day of April, 2010.

  
\_\_\_\_\_  
Albert S. Lee, M.D., Incorporator

Dated: 4/9/2010

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