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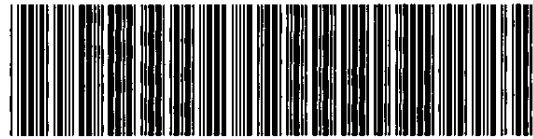
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 MAY 27 PM 1:51

B McKnight MAY 28 2010

COVER LETTER

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

SUBJECT: NORTH FLORIDA REGIONAL IPA, 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: MICHAEL A. ANDERSON
Name (Printed or typed)

4500 NEWBERRY ROAD
Address

GAINESVILLE, FL 32607
City, State & Zip

352-367-2301
Daytime Telephone number

tanderson@toi-health.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
NORTH FLORIDA REGIONAL IPA, INC.**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation shall be:

North Florida Regional IPA, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be:

4500 Newberry Road
Gainesville, Florida 32607

ARTICLE III. PURPOSES

The purposes for which this Corporation is organized are as follows:

- (a) To form an association of physicians capable of responding to the requirements for patient care services of: (1) other health care providers (eg. hospitals, integrated networks and accountable health partnerships), and (2) any third party payors (eg. insurance companies, employers and health purchasing alliances).
- (b) To accomplish and effect the foregoing with the overall purpose and objective of providing quality health care services in an accessible, more efficient and cost effective manner.
- (c) To form an association of physicians capable of responding to and addressing medical staff matters pertaining to facilities where its members have privileges.
- (d) To take such other actions as will improve the delivery of health care services.
- (e) To engage in all actions permissible by law in the furtherance of the purposes set forth herein.

Notwithstanding the above, no portion of the net earnings of the corporation shall inure to the benefit of any private member or individual, and no substantial part of the corporation's activities shall involve attempting to influence legislation, nor shall it in any manner or to any extent participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected or appointed shall be set forth in the Bylaws of the Corporation.

ARTICLE V. INITIAL DIRECTORS

The names and addresses of the initial members of the Board of Directors of this Corporation are as follows:

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MILWAUKEE, WISCONSIN
10 MAY 27 PM 1:51

John C. Stevenson, MD
4500 Newberry Road
Gainesville, Florida 32607

Peter Sarantos, MD
1143 NW 64th Terrace
Gainesville, Florida 32605

Jong H. Kim, MD
6716 NW 11th Place
Gainesville, Florida 32605

Thomas R. Beers, MD
6400 Newberry Road, Suite 302
Gainesville, Florida 32605

Bruce A. Mast, MD
4340 Newberry Road
Gainesville, Florida 32607

Daniel Van Roy, MD
1151 NW 64th Terrace
Gainesville, Florida 32605

Elmer Croushore, MD
1121 NW 64th Terrace
Gainesville, Florida 32605

Christopher M. Cassisi, MD
6420 NW 9th Blvd
Gainesville, Florida 32605

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent of this Corporation is as follows:

Michael A. Anderson
4500 Newberry Road
Gainesville, Florida 32607

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is as follows:

Michael A. Anderson
4500 Newberry Road
Gainesville, Florida 32607

ARTICLE VIII. MEMBERSHIP

The Corporation shall have a Board of Directors selected from its membership. The authorized number and qualifications of the members of the corporation, the manner of their admission, the

different classes of membership, if any, the property, voting, and other rights and privileges of members shall be set forth in the Bylaws of the Corporation and such other documents as may be adopted by the Board of Directors.

ARTICLE IX. BYLAWS

The power to make, alter, amend, repeal or adopt Bylaws of this Corporation shall be vested in and reserved to the Board of Directors of the Corporation, as provided for in the Bylaws of the Corporation.

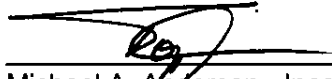
ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested in and reserved to the members of the Corporation entitled to vote, requiring an affirmative vote of at least 75% of said members.


ARTICLE XI. DISSOLUTION OF CORPORATION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all of the assets remaining to such charitable, educational, or scientific organizations as shall from time to time qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code, as the same may be hereafter amended.

The undersigned Incorporator and initial Registered Agent have executed these Articles of Incorporation this 26th day of MAY, 2010.

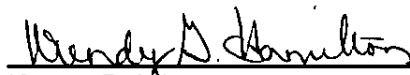

Michael A. Anderson - Incorporator

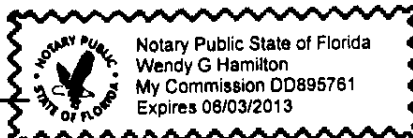
I hereby accept my designation as Registered Agent and agree to serve as the Registered Agent of this Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.


Michael A. Anderson - Registered Agent

STATE OF FLORIDA COUNTY OF ALACHUA

On this 26 day of May, 2010, Michael A. Anderson, designated above as the individual who shall serve as the Corporation's initial Registered Agent, and Incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation.


Notary Public



Commission Expiration Date & Commission Number:

(SEAL)