

MARY ELLEN BORJA

Attorney at Law

MARY ELLEN BORJA
CORP. & COMM. DIV.

* FLORIDA BAR BOARD CERTIFIED
IN MARITAL AND FAMILY LAW

* ALSO LICENSED TO PRACTICE IN
THE STATE OF NEW YORK

N95000000461

January 10, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

re: Articles of Incorporation
Bay Area Otolaryngology Independent Practice Association, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-
referenced non-profit corporation for filing, together with a check
for \$122.50 for the filing fee.

Thank you for your assistance.

EFFECTIVE DATE
1-19-95

Very truly yours,

Mary Ellen Borja

MARY ELLEN BORJA, ESQ.

MEB:sr

Enc.

NP

[Handwritten signature]
1/30

ARTICLES OF INCORPORATION
OF

BAY AREA OTOLARYNGOLOGY INDEPENDENT PRACTICE ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation under Chapter 617, Florida Statutes of a corporation not-for-profit, and to have to that purpose made, subscribed, acknowledged and filed with the Secretary of State of Florida such Articles of Incorporation and respectfully request approval thereof, setting forth herewith after all information required by Statute.

Article I

EFFECTIVE DATE

Name

1-19-95

Section 1.1. Name. The name of the corporation is Bay Area Otolaryngology Independent Practice Association, Inc.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683.

Article III

Capital Stock

Section 3.1. Capital Stock. This corporation is organized under a non-stock basis.

Article IV

Initial Registered Agent and Address

Section 4.1. Name and Address. The street address of the initial registered office of this corporation is:

J. Mark Abernathy
2323 Curlew Road, Suite 7E
Palm Harbor, Florida 34683

Article V

Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation are:

Mary Ellen Borja, Esquire
Ameri-Life Towers, First Floor East
2536 Countryside Boulevard
Clearwater, Florida 34623

Article VI

Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, JANUARY 19, 1995 except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article VII

Purposes

Section 7.1. Purposes. This is a non-profit corporation organized solely for general non-profit purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes. The general nature, object, and purpose of the corporation shall be for all of the following purposes:

PURPOSE: To establish a panel of physicians capable of providing quality, cost effective medical care meeting community standards of practice and thereby enabling it to compete effectively in the current medical market. It is the intent of the corporation to provide such care by establishing a mechanism for providing quality review and maintenance; a means of utilization review; continuity of care and a prompt referral system. The corporation shall market its panel and services to health care third party payors in its service area, including but not limited to employers, insurers and managed care entities.

Section 7.2. Nature. To do all acts and carry on and conduct all other activities necessary, suitable, convenient, useful, and expedient in connection with and incidental to the accomplishment of any purposes set forth herein or hereafter adopted by the Board of Directors or the members to the full extent permitted by the laws of the State of Florida for non-profit corporations, subject to the restrictions set forth in Section 7.3 of this Article.

Section 7.3. Restrictions. Notwithstanding any other provision in these articles, all activities of the corporation shall be carried on and all of the funds of the corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the corporation will in any event inure to the personal benefit of any member, director or officer of the corporation or to any organization or individual; provided, however, that a reasonable compensation may be paid to any member, officer or trustee of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from fees for medical services as negotiated on behalf of the IPA provided by members to enrollees in furtherance of the object and purposes of the corporation.

Article VIII

Directors

Section 8.1. Number & Election. This corporation shall have five (5) directors. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than three. Election of Directors shall be stated within the Bylaws of the corporation.

Section 8.2. Initial Directors. The names and street addresses of the members of the first Board of Directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Arnold Goodman, M.D., President	3450 E. Fletcher Ave., #120-B Tampa, FL 33613
David D. Hill, M.D., Vice Pres./Secretary	360 Sixth Street, South St. Petersburg, FL 33701
James Barna, M.D., Treasurer	3251 McMullen Booth Rd., #303 Clearwater, FL 34621

Section 8.3. Compensation. The Board of Directors is hereby specifically prohibited from making provision for compensation to its members for their services as directors. Any directors of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX

Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Amendment

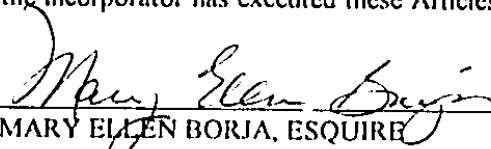
Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article XI

Distribution - A Liquidation or Dissolution

Section 11.1 Distribution. Upon dissolution of this corporation, or a liquidation of its assets, whether otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and all costs and expenses of such liquidation or dissolution shall be distributed to an organization which shall have qualified for a federal income tax exemption under the terms of Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, or the federal or a state or local government, subject always to the specific condition that none of the net assets of the corporation shall be distributed to or for the benefit of any member, director or officer of the corporation or to any other individual; provided, however, that nothing contained in this article shall be construed to prevent a distribution from the net assets of the corporation to another distributee, otherwise properly made in accordance with the provisions of these articles and the purposes stated herein, solely by reason of the fact that one or more of the members, directors or officers of the corporation may be connected or associated with the distributee as a shareholder, member, director, officer or any other capacity.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 19th day of January, 1995.


MARY ELLEN BORJA, ESQUIRE

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

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted

Bay Area Otolaryngology Independent Practice Association, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates J. Mark Abernathy as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2323 Curlew Road, Suite 7E, Palm Harbor, Florida 34683.

Dated: 1/10/95

J. Mark Abernathy
J. Mark Abernathy

Having been named to accept service of process for the above stated corporation, 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.

Dated: 1/10/95

J. Mark Abernathy
J. Mark Abernathy

FILED
55 JAN 25 AM 9:55
TALLAHASSEE, FLORIDA