

07/12/95 14:58 904 769 6121

CHRIS REISS

Div-Corp-Florida 002/013

N95000003311

7/12/95

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

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((H95000007739)) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: HARRISON, SALE, MCCLOY & THOMPSON  
DEPARTMENT OF STATE 304 MAGNOLIA AVE  
STATE OF FLORIDA PANAMA CITY FL 32401-  
409 EAST GAINES STREET CONTACT: WILLIAM G HARRISON JR.  
TALLAHASSEE, FL 32399 PHONE: (904) 769-3434  
FAX: (904) 922-4000 FAX: (904) 769-6121

((H95000007739)) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: BAYMED CLINICS, INC.  
FAX AUDIT NUMBER: H95000007739 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/12/1995 TIME REQUESTED: 15:39:52  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 12 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076630000526

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((H95000007739))

\*\* ENTER 'M' FOR MENU. \*\*

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95 JUL 12 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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55 JUL 12 PM 4:23  
DIVISION OF CORPORATIONS

07/12/85 15:05 904 708 0121

CHRIS REISS

Div-Corp-Florida 013/013



FAX AUDIT #H95000007739

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 24, 1995

WILLIAM G. HARRISON, JR.  
HARRISON, SALE, MCCLOY & THOMPSON  
304 MAGNOLIA AVE.  
PANAMA CITY, FL 32401

The name BAYMED CLINICS, INC. has been reserved for 120 days beginning May 24, 1995. The reservation number is R95000002333 and this reservation is NONRENEWABLE. ..u

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 795A00026475

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

FAX AUDIT # H95000007739

07/12/95 14:57 904 789 6121

CHRIS REISS

Div-Corp-Florida 001/013

HARRISON, SALE, McCLOY & THOMPSON, CHARTERED  
ATTORNEYS AND COUNSELLORS AT LAW  
POST OFFICE DRAWER 1579  
PANAMA CITY, FLORIDA 32402-1579  
(904) 769-3434 (FAX) 769-6121

TELECOPY COVER SHEET

DATE: July 12, 1995

TIME: 3:00 (CENTRAL TIME)

TO: Secretary of State, Division of Corporations

FROM: Christine L. Reiss, Esq.

TELEFAX NUMBER: 904/922-4000

Number of Pages

(including cover sheet): 13

Sent by: der

☐ Urgent  
☐ Reply Requested  
☐ Please Call with Comments  
☐ As Requested  
☐ For Your Information

ORIGINAL TO FOLLOW:

☐ No  
☐ Yes, by Mail  
☐ Yes, overnight

MESSAGE:

FAX AUDIT #H95000007739

File Non-Profit Corporation:  
BayMed Clinics, Inc.

ALSO INCLUDED COPY OF NAME RESERVATION NO. R95000002333 FOR ABOVE CORPORATION

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS ATTORNEY PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

If problems with transmission occur, please call  
(904) 769-3434

07/12/95 14:59

904 709 6121

CHRIS REISS

--- Div-Corp-Florida 0003/013

FAX AUDIT #H95000007739

ARTICLES OF INCORPORATION  
OF  
BAYMED CLINICS, INC.

FILED  
95 JUL 12 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is BayMed Clinics, Inc. hereinafter referred to as the "Corporation".

ARTICLE II - TERM

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof.

ARTICLE III - REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 615 North Bonita Street, Panama City, Florida 32401, and the name of the initial registered agent at said address is Ronald V. Wolff.

Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434  
FAX AUDIT # H95000007739

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ARTICLE IV - PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, for the following and several charitable, educational and scientific purposes:

(a) To support, promote, advance and strengthen Bay Medical Center, a special district, public body corporate and politic of the State of Florida pursuant to 1995 HB 2021, Laws of Florida, as now existing or as hereafter amended from time to time ("Bay Medical Center"); and

(b) To provide high quality medical care through a coordinated, cost-effective health care system which includes the provision of primary medical care, and services directed towards preventive care and patient education, and which is designed to improve community access to appropriate medical services, including:

(1) To carry on any educational activities related to rendering care to the sick and injured or the promotion of health which may be justified by the facilities, personnel, funds or other resources of this Corporation;

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Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
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Panama City, Florida 32402  
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FAX AUDIT # H95000007739

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(2) To promote and carry on specific research related to the care of the sick and injured insofar as such research can be carried on in, or in connection with, the facilities and programs operated by this Corporation;

(3) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community;

(4) To employ such medical personnel, scientists, instructors, administrators and other persons as shall be desired to effectuate and perform the purposes and functions of this Corporation; and

(c) At the discretion of the Board of Directors of the Corporation, to support other not-for-profit or for-profit health care providers affiliated with Bay Medical Center.

ARTICLE V. - POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in

Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
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FAX AUDIT # H95000007739

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furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(b) To perform functions which are consistent with the purposes of Bay Medical Center;

(c) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations or other entities, whether or not any such entity is for-profit or not-for-profit, so long as this Corporation's participation herein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;

(d) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of political propaganda or for influencing legislation, nor shall it participate in any political campaign on behalf of any candidate for public

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office.

ARTICLE VI - MEMBERSHIP

Section 1. Sole Member. The Sole Member of the Corporation shall be Bay Medical Center, whose principal offices are located at 615 North Bonita Avenue, Panama City, Florida 32401.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE VII - SUBSCRIBERS

The name and address of the incorporator of this Corporation is:  
Ronald V. Wolff  
615 North Bonita Avenue  
Panama City, Florida 32401

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) natural persons. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall

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PAX AUDIT # H95000007739

there be less than three (3), nor more than nine (9) directors. The term of office of each director shall be two years. Each director shall be nominated by the Corporation and confirmed in office by the Sole Member in its sole discretion, and shall serve until the latter of the expiration of their term or the confirmation of their successor.

The following persons shall constitute the initial Board of Directors and shall serve until their successors are confirmed:

Mr. Derrick G. Bennett  
112 East 3rd Court  
Panama City, Florida 32402

Mr. Greg Brudnicki  
2403 Harrison Avenue  
Panama City, Florida 32405

Mr. Joseph F. Chapman, III  
Caller Box 17  
Panama City, Florida 32402

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434  
PAX AUDIT # H95000007739

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ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X - ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors by vote of a majority of its number, with the approval of the Sole Member in its sole discretion, shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors by vote of a majority of its number, may amend, alter or repeal any provision to these Articles of Incorporation, subject to ratification by the Sole Member in its sole discretion.

ARTICLE XII - ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for

Douglas J. Sale Florida Bar # 0220991 Harrison, Sale, McCloy & Thompson P.O. Box 1579 Panama City, Florida 32402 (904) 769-3434 FAX AUDIT # H95000007739
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FAX AUDIT # H95000007739

the purpose of electing Officers of the Board and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation unless another location is designated by the Board.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to Bay Medical Center or its successor, subsidiary or affiliate, or to one or more organizations exempt as organizations described in Section 501(c)(3) of the Code; and any assets so distributed shall be used exclusively for a public purpose.

IN WITNESS WHEREOF, I do make and file these Articles of Incorporation hereby declaring and certifying under oath that the

Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434  
FAX AUDIT # H95000007739

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facts herein are true, and I accordingly set my hand and seal at  
Panama City, Florida on the date indicated below.

Date: July 12, 1995

Ronald V. Wolff  
RONALD V. WOLFF, Incorporator

STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME personally appeared RONALD V. WOLFF, who did not  
take an oath, and who is personally known to me and who executed  
the foregoing Articles of Incorporation, and he acknowledged before  
me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last  
named above this 12th day of July, 1995.

Dorothy L. Walsingham  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:



Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434  
FAX AUDIT # H95000007739

FAX AUDIT # H95000007739

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said act:

First, that BayMed Clinics, Inc., a corporation for not-for-profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 615 North Bonita Avenue, Panama City, Florida has named Ronald V. Wolff located at 615 North Bonita Street, Panama City, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*Ronald V. Wolff*  
Ronald V. Wolff  
Registered Agent

Douglas J. Sale  
Florida Bar # 0220591  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434  
FAX AUDIT # H95 000007739

FILED  
JUL 12 PM 4:36  
CLERK OF COURT  
JAMES L. SALE  
TALLAHASSEE, FLORIDA

**N95000003311**

HARRISON, SALE, McCLOY & THOMPSON

CHARTERED  
ATTORNEYS & COUNSELLORS AT LAW

MARK D. DREYER  
FRANKLIN R. HARRISON  
WILLIAM G. HARRISON, JR.  
ROSS McCLOY  
DOUGLAS J. SALE  
ROBERT D. SALE  
ALAN THOMPSON

CHRISTINE L. REISS

304 MAGNOLIA AVENUE  
POST OFFICE DRAWER 1570  
PANAMA CITY, FLORIDA 32402-1570

TELEPHONE (904) 760-3434

TELECOPIER (904) 760-6121

June 12, 1996

Karen Gibson  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

Re: BayMed Clinics, Inc.  
N95000003311

Dear Karen:

Enclosed are original Amended and Restated Articles of Incorporation for the above-named corporation.

Please file these Articles and send us a certificate of filing and certified copy. I enclose a check in the amount of \$87.50 to cover the cost of filing and the cost of a certified copy. If anything further is needed, please call me at the above telephone number. Thank you in advance for your help in this matter.

Very truly yours,

*Robert Sale*  
Robert Sale

RDS:sm

Enclosure: Articles  
Check

9'201.001

100001869121  
-06/20/96--01027--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

*Am. Rest. Articles*  
*KRB*  
*6/14*

FILED  
96 JUN 14 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAYMED CLINICS, INC.

FILED  
96 JUN 14 PM 2:22  
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of the corporation were filed in the office of the Secretary of State on July 12, 1995, document number N95000003311; and

WHEREAS, the Board of Directors desire to amend and restate the Articles of Incorporation, as permitted by Article XI of the original Articles; and

WHEREAS, this amendment and restatement of the Articles of Incorporation will require the consent and ratification of the Sole Member of the corporation, as stated in Article XI of the original Articles.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the corporation on this 23d day of May, 1996 that the Articles of Incorporation are amended and restated to read:

ARTICLE I  
NAME

The name of the corporation is BayMed Clinics, Inc. hereinafter referred to as the "Corporation".

Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434

ARTICLE II  
TERM

The term of the Corporation shall be perpetual, except as provided in Article XIII hereof.

ARTICLE III  
REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 615 North Bonita Street, Panama City, Florida 32401, and the name of the initial registered agent at said address is Ronald V. Wolff.

ARTICLE IV  
PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, on a non-stock basis, for the following and several charitable, educational and scientific purposes:

(a) To support, promote, advance and strengthen Bay Medical Center, a special district, public body corporate and politic of the State of Florida pursuant to 1995 HB 2021, Laws of Florida, as now existing or as hereafter amended from time to time ("Bay Medical Center"); and

(b) To provide on behalf of Bay Medical Center high quality

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medical care through a coordinated, cost-effective health care system which includes the provision of primary medical care, and services directed towards preventive care and patient education, and which is designed to improve community access to appropriate medical services, including:

- (1) To carry on any educational activities related to rendering care to the sick and injured or the promotion of health which may be justified by the facilities, personnel, funds or other resources of this Corporation;
- (2) To promote and carry on specific research related to the care of the sick and injured insofar as such research can be carried on in, or in connection with, the facilities and programs operated by this Corporation;
- (3) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community;
- (4) To employ such medical personnel, scientists, instructors, administrators and other persons as shall be desired to effectuate and perform the purposes and functions of this Corporation; and

(c) At the discretion of the Board of Directors of the Corporation, to support other not-for-profit or for-profit health care providers affiliated with Bay Medical Center.

Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434

ARTICLE V  
POWERS

The Corporation shall have the following powers:

(a) To exercise, without limitation, all the powers enumerated in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida;

(b) To perform functions which are consistent with the purposes of Bay Medical Center;

(c) To form, become a member of, own in whole or in part, participate in the governance of including exercising control over such governance, and to contribute funds to joint ventures, partnerships, corporations or other entities, whether or not any such entity is for-profit or not-for-profit, so long as this Corporation's participation herein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized;

(d) To conduct and provide such other programs, activities and services as are necessary, incident or pertaining to the foregoing purposes of the Corporation.

No part of the Corporation's activities shall inure to the

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---

benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of political propaganda or for influencing legislation, nor shall it participate in any political campaign on behalf of any candidate for public office.

ARTICLE VI  
MEMBERSHIP

Section 1. Sole Member. The Sole Member of the Corporation shall be Bay Medical Center, whose principal offices are located at 615 North Bonita Avenue, Panama City, Florida 32401.

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE VII  
SUBSCRIBERS

The name and address of the incorporator of this Corporation is:  
Ronald V. Wolff  
615 North Bonita Avenue  
Panama City, Florida 32401

ARTICLE VIII  
BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall

Douglas J. Sale Florida Bar # 0220991 Harrison, Sale, McCloy & Thompson P.O. Box 1579 Panama City, Florida 32402 (904) 769-3434
---

be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) natural persons. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3), nor more than nine (9) directors. The term of office of each director shall be two years. Each director shall be nominated by the Corporation and confirmed in office by the Sole Member in its sole discretion, and shall serve until the latter of the expiration of their term or the confirmation of their successor. The Sole Member shall be entitled to remove any director with or without cause.

The following persons shall constitute the Board of Directors and shall serve until their successors are confirmed:

Mr. Derrick G. Bennett  
112 East 3rd Court  
Panama City, Florida 32402

Ms. Ann Hull-Dick  
414 Bunkers Cove Rd.  
Panama City, Florida 32401

Mr. Greg Brudnicki  
2403 Harrison Avenue  
Panama City, Florida 32405

Mr. John Robert Middlemas  
101 Harrison Avenue  
Panama City, Florida 32401

Mr. Joseph F. Chapman, III  
Caller Box 17  
Panama City, Florida 32402

Dr. Rodney C. Morris  
504 Bunkers Cove Road  
Panama City, Florida 32401

Mr. Ronald V. Wolff  
615 Bonita Avenue  
Panama City, Florida 32401

Douglas J. Sale Florida Bar # 0220991 Harrison, Sale, McCloy & Thompson P.O. Box 1579 Panama City, Florida 32402 (904) 765-3434
---

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE IX  
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

ARTICLE X  
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors by vote of a majority of its number, with the approval of the Sole Member in its sole discretion, shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same.

Douglas J. Sale Florida Bar # 0220991 Harrison, Sale, McCloy & Thompson P.O. Box 1579 Panama City, Florida 32402 (904) 769-3434
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ARTICLE XI  
AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors by vote of a majority of its number, may amend, alter or repeal any provision to these Articles of Incorporation, subject to ratification by the Sole Member in its sole discretion.

ARTICLE XII  
ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Board and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation unless another location is designated by the Board.

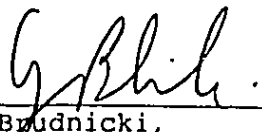
ARTICLE XIII  
DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to

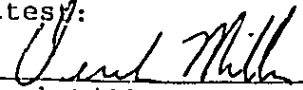
Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434

Bay Medical Center, and any assets so distributed shall be used exclusively for a public purpose.

I HEREBY CERTIFY that the forgoing Resolution was duly adopted at a regular meeting of the Board of Directors of the corporation held May 23, 1996.

  
\_\_\_\_\_  
Greg Brudnicki,  
Chairman of the Board

Attest:

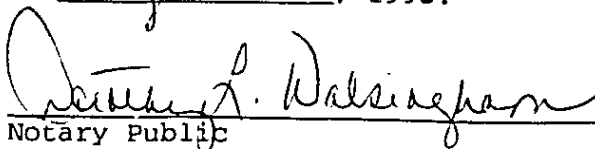
  
\_\_\_\_\_  
Derek Miller, Secretary

STATE OF FLORIDA

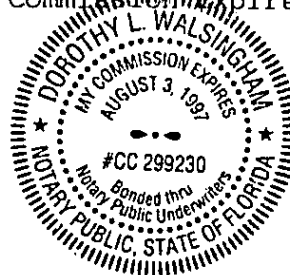
COUNTY OF BAY

BEFORE ME personally appeared Greg Brudnicki and Derek Miller who did not take an oath, and who are personally known to me and are known to me to be the Chairman of the Board and Secretary of BayMed Clinics, Inc., who executed the foregoing Certificate of resolution adopting Amended and Restated Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 23rd day of May, 1996.

  
\_\_\_\_\_  
Notary Public  
Notary Public - State of Florida  
My Commission Expires:

Louglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434



I HEREBY CERTIFY that the forgoing Resolution adopted May 23, 1996, was duly approved and ratified in all respects by Bay Medical Center, the Sole Member of the Corporation, at a regular meeting of such Board of Trustees held May 28, 1996.

Tommy M. Cooley  
Tommy M. Cooley,  
Chairman of the Board

Attest:

Greg Brudnicki  
Greg Brudnicki,  
Secretary

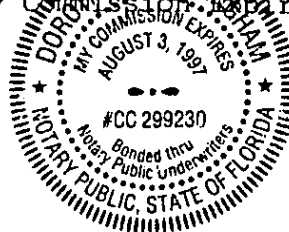
STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME personally appeared Tommy M. Cooley and Greg Brudnicki who did not take an oath, and who are personally known to me and are known to me to be the Chairman of the Board and Secretary of the Bay Medical Center, a special district of the state of Florida, who executed the foregoing Certificate of approval and ratification, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 28th day of May, 1996.

Dorothy L. Walsingham  
Notary Public  
Notary Public, State of Florida  
My Commission Expires:



Douglas J. Sale  
Florida Bar # 0220991  
Harrison, Sale, McCloy &  
Thompson  
P.O. Box 1579  
Panama City, Florida 32402  
(904) 769-3434



PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **N95000003311**

**BAYMED CLINICS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 25 PM 3:14

Principal Place of Business  
**615 NORTH BONITA STREET  
PANAMA CITY FL 32401**

Mailing Address  
**615 NORTH BONITA STREET  
PANAMA CITY FL 32401**



If above addresses are incorrect in any way, line through incorrect information and enter correction below  
2. New Principal Office Address, If Applicable

3. New Mailing Office Address, If Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

4. Date Incorporated or Qualified  
To Do Business in Florida

**07/12/1995**

5. FEI Number

**59-3331365**

Applied For

Not Applicable

6

CERTIFICATE OF STATUS DESIRED ☒

\$8.75 Additional Fee required  
for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
D	BENNETT, DERRICK G	112 EAST 3RD COURT	PANAMA CITY FL 32402
D	BRUDNICKI, GREG	2403 HARRISON AVE.	PANAMA CITY FL 32405
D	CHAPMAN, JOSEPH F	CALLER BOX 17	PANAMA CITY FL 32402
D	WOLFF, RONALD V	615 BONITA AVENUE	PANAMA CITY FL 32401
D	HULL-DICK, ANN	414 BUNKERS COVE RD.	PANAMA CITY FL 32401
D	MIDDLEMAS, JOHN R	101 HARRISON AVENUE	PANAMA CITY FL 32401
D	MORRIS, RODNEY C., M.D.	806 E. 6TH STREET	PANAMA CITY FL 32401

8. Name and Address of Current Registered Agent

**WOLFF, RONALD V  
615 NORTH BONITA STREET  
PANAMA CITY FL 32401**

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State  
**FL**

Zip Code

**800001975218--9  
10/15/96-01215-016  
\*\*\*\*245.00 \*\*\*\*245.00**

CR2E040 (7/96)

I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

*Ronald V. Wolff*

REGISTERED AGENT MUST SIGN

Date

**9/18/96**

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes

Yes ☒ No ☐

(See other side for information  
on intangible tax.)

I, being an officer or director of the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617 F.S. I further certify that when filing this application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401 F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(ii) F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

*R. Paul Miller*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

**9/18/96**  
Date

**904-747-6917**  
Daytime Phone #