



networks

PRITCHARD
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 643118 92405A

AUTHORIZATION :

Patricia Pjitt

COST LIMIT : \$ 70.00

ORDER DATE : July 17, 1995

ORDER TIME : 3:53 PM

ORDER NO. : 643118

CUSTOMER NO: 92405A

CUSTOMER: Mr. Doug Junker
PARANET CORPORATION SERVICES,
INC.
Suite 260
3761 Venture Drive
Duluth, GA 30136-5598

DOMESTIC FILING

NAME: CEDARS PHYSICIAN ALLIANCE,
INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

~~NR 95-11377~~

NR 95-2264

T. BROWN JUL 18 1995

*Teresa,
We need
Friday file.
Will send the
Original tomorrow
Thanks Karen*

FILED
95 JUL 17 PM 4:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WALLER LANSDEN DORTCH & DAVIS

NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2100
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966

FACSIMILES
(615) 244-6804
(615) 244-5686

(615) 244-6380

809 SOUTH MAIN STREET
P. O. BOX 1035
COLUMBIA, TN 38402-1035
(615) 388-6031

July 18, 1995

VIA FACSIMILE AND FEDERAL EXPRESS

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

Re: Name Reservation for Cedars Physician Alliance,
Inc.

Dear Sir/Madam:

Please release the name reservation that I currently have on file with your office for the name "Cedars Physician Alliance, Inc." to Corporation Information Services, Inc. to be used in connection with filing the Articles of Incorporation for Cedars Physician Alliance, Inc. If you have any questions in this regard, please call me immediately at (615) 244-6380.

Sincerely,



William F. Carpenter III



FLORIDA DEPARTMENT OF STATE

July 18, 1935

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CEDARS PHYSICIAN ALLIANCE, INC.
Ref. Number: W95000014379

We have received your document for CEDARS PHYSICIAN ALLIANCE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00034235

ARTICLES OF INCORPORATION
OF
CEDARS PHYSICIAN ALLIANCE, INC.

(a Florida Non-profit corporation)

I, the undersigned natural person over the age of eighteen (18) years, acting as incorporator, pursuant to Chapter 617.0202, Florida Statutes (the "Act"), do hereby adopt the following Articles of Incorporation of Cedars Physician Alliance, Inc.

ARTICLE ONE

The name of the Corporation is Cedars Physician Alliance, Inc. The Corporation is a non-profit corporation.

ARTICLE TWO

The complete address of the Corporation's principal office is: 1400 N.W. 12th Avenue, Miami, Florida 33136.

ARTICLE THREE

The purpose for which the Corporation is organized is to function as a physician organization with a goal of providing, through its members, quality health care services in a cost-effective manner.

Nothing in this Article shall be construed as authorizing the Corporation to transact any business in the State of Florida prohibited by any law of the State of Florida, including, without limitation, to take any action in violation of Chapter 617.0302 of the Act.

ARTICLE FOUR

The number of directors constituting the Board of Directors of the Corporation shall be ten (10). Members shall not have the right of cumulative voting at any election of directors or upon any other matters. The Incorporator will name the persons who will serve as initial directors until the first annual meeting of members, or until their successors shall have been elected and qualified pursuant to the terms of the Corporation's bylaws, or until their death, resignation or removal. The manner in which the directors are elected thereafter is set forth in the Corporation's bylaws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1400 NW 12th Avenue, Miami, Florida 33136. The name of the initial registered agent at such address is Howard Katzman, M.D.

ARTICLE SIX

The name and street address of the Incorporator of the Corporation is:

<u>NAME</u>	<u>STREET</u>
Howard Katzman, M.D.	1321 N.W. 14th Street Suite 306 Miami, FL 33125

ARTICLE SEVEN

This Corporation will have members.

ARTICLE EIGHT

This Corporation will exist until two-thirds (2/3) of all Members vote to dissolve the Corporation. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, all money or other property of the Corporation, after the payment of all debts and obligations of the Corporation, shall be used or distributed in any manner permitted by the Act as determined by the Board of Directors.

ARTICLE NINE

The Corporation shall have the power and authority to indemnify any director, officer, employee, agent or other individual who is or was serving at the request of the Corporation to the extent permitted by insurance coverage limits available to the Corporation.

ARTICLE TEN

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation for monetary damages for any act, statement, vote, decision, or failure to act, unless:

- (a) The director breached or failed to perform his duties as a director; and
- (b) The director's breach of, or failure to perform, those duties constitutes:

1. A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

2. A transaction from which the director derived an improper personal benefit, either directly or indirectly;

3. In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a member, conscious disregard for the best interest of the Corporation, or willful misconduct; or

4. In a proceeding by or in the right of someone other than the Corporation or a member, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

Any repeal or amendment of this provision by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions, a director shall not be liable to the Corporation to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendments of the Act.

ARTICLE ELEVEN

The Corporation shall continue in perpetuity.

IN WITNESS WHEREOF, I have hereunto set my own hand this
_____ day of July 17, 1995.


HOWARD KATZMAN, M.D.
Incorporator

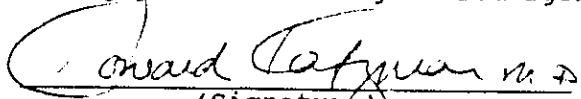
Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Cedars Physician Alliance, Inc.
2. The name and address of the registered agent and office is:

Howard Katzman, M.D.
1400 NW 12th Avenue
Miami, Florida 33136

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.


(Signature)

Howard Katzman, M.D., Incorporator
(Typed name and title)

July 17, 1995
(Date)

FILED
95 JUL 17 PM 4:23
SECRET
TALLAHASSEE, FLORIDA