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ACCOUNT NO. : 072000000000

REFERENCE : 647702 86901P

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 25, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 647702

CUSTOMER NO: 86901P

8000001545189

CUSTOMER: Mr. Charles Coyle
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
66 Luckie Street
Suite 604
Atlanta, GA 30303

DOMESTIC FILING

NAME: DOCTORS HOSPITAL PHYSICIAN-
HOSPITAL ORGANIZATION, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN

JUL 25 1995

FILED
JUL 25 PM 12:50
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

FILED
95 JUL 25 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOCTORS HOSPITAL PHYSICIAN-HOSPITAL ORGANIZATION, INC.

A Florida Not For Profit Corporation

The undersigned acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such Corporation.

ARTICLE I

The name of the Corporation shall be Doctors Hospital Physician-Hospital Organization, Inc. ("Corporation"). The Corporation's principal place of business shall be 5731 Bee Ridge Road, Sarasota, Florida 34233.

ARTICLE II

The street address of the initial registered office of the Corporation is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301 and the name of the initial registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE III

The period of the Corporation's duration is perpetual, unless dissolved according to law.

ARTICLE IV

The purpose for which the Corporation is organized is to function as a physician-hospital organization that develops, promotes, markets, and expands professional managed healthcare services through the joint efforts of its members, in the participating providers' marketplace, and for any other lawful purpose not for pecuniary profit and as permitted under Chapter 617, Florida Statutes.

ARTICLE V

The corporation shall have two classes of members, Physician Members and Hospital Members. The qualifications for members and the manner of their admission shall be regulated as set forth in the Corporation's bylaws.

ARTICLE VI

The manner in which the Corporation's directors shall be elected shall be stated in the Corporation's bylaws.

ARTICLE VIII

The number constituting the initial Board of Directors is ten (10) and the names and addresses of the persons who are to serve initially are:

| <u>Name</u> | <u>Address</u> |
|----------------------------|--|
| Kenneth Blau, M.D. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| Howard Diener, M.D. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| Cecelia Hermann, M.D. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| Albert Nestor, D.O. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| Jeffery Sack, M.D. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| Leonard Schwartzbaum, M.D. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| John Steele, M.D. | 5731 Bee Ridge Road Sarasota, Florida 34233 |
| Jim Burns | 5731 Bee Ridge Road Sarasota, Florida 34233 |

Jim Davies

5731 Bee Ridge Road
Sarasota, Florida 34233

William Lievense

5731 Bee Ridge Road
Sarasota, Florida 34233

ARTICLE VIII

The Corporation is organized on a non-stock basis.

ARTICLE IX

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more Florida Not For Profit Corporations which themselves are organized under Chapter 617, Florida Statutes, and which have similar purpose to those of the Corporation, as set out in Article IV.

ARTICLE X

The name and address of the incorporator is:

Name

Address

William F. Carpenter III

511 Union Street, Suite 2100
Nashville, TN 37219

ARTICLE XI

The Corporation shall possess and may exercise all of the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all the powers necessary or convenient to the conduct, promotion, or attachment of the activities or purposes of the Corporation.

ARTICLE XII

The power to make, alter, amend, or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 24th day of July, 1995.

Signature of Incorporator:

W. F. Carpenter III
William F. Carpenter III

Notary Public - State of Tennessee
County of Davidson

I, the undersigned, a Notary Public do hereby certify that William F. Carpenter III known to me to be the same person whose name is subscribed to in this application, appeared before me this date in person and placed his/her signature hereon.

Subscribed and sworn before me this 24th day of July, 1995
Nancy Sheppard

My Commission Expires: 3/27/99

95 FILED
JUL 25 PM 12:50
SEC 15
TALLAHASSEE, FLA.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Harmon, Asst Secy

Date: 7-26-95