



N960000001930

Mayo Clinic Jacksonville
4500 San Pablo Road
Jacksonville, Florida 32224
904-953-2000

March 28, 1996

Division of Corporations
ATTN: Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing for Articles of Incorporation of
Certified Pathology Services, Inc.

500001762835
-03/29/96--01068--017
****122.50 ****122.50

Dear Sir or Madame:

Enclosed herein please find the Articles of Incorporation of
Certified Pathology Services, Inc., and Check No. 101129 for
\$122.50 made payable to Secretary of State.

Please send to my attention a letter of acknowledgment and
when filed a certified copy of the Articles of Incorporation. If
you have any questions or concerns, please contact me.

Sincerely,

Stephen P. Nelson
Legal Counsel
(904) 953-2827

~~496-7274~~

SPN/mbm/certpath.ltr
Enclosure(s): As Stated

DMC
4/4/96

~~624~~

FILED
95 APR 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Mayo Clinic Jacksonville
4500 San Pablo Road
Jacksonville, Florida 32224
904-953-2000

April 9, 1996

Via Federal Express

Division of Corporations
ATTN: Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing for Articles of Incorporation of
Certified Pathology Services, Inc.

Dear Sir or Madame:

On March 28, 1996 Articles of Incorporation of Certified Pathology Services, Inc. were submitted for filing along with Check No. 101129 for \$122.50 made payable to Secretary of State. Per my secretary's (Mary Beth) telephone conversation with Kathy today, a rejection of filing was stated due to the need for original signatures. Enclosed herein, please find the Articles of Incorporation of Certified Pathology Services, Inc. with original signatures.

Please send to my attention a letter of acknowledgement and when filed a certified copy of the Articles of Incorporation. If you have any question or concerns, please contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "Stephen P. Nelson", with a long horizontal flourish extending to the right.

Stephen P. Nelson
Legal Counsel
(904) 953-2827

/mbm/certpath.ltr

Enclosure: Articles of Incorporation



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1996

STEPHEN P. NELSON, LEGAL COUNSEL
MAYO CLINIC JACKSONVILLE
4500 SAN PABLO ROAD
JACKSONVILLE, FL 32224

SUBJECT: CERTIFIED PATHOLOGY SERVICES, INC.
Ref. Number: W96000007274

We have received your document for CERTIFIED PATHOLOGY SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 696A00015412

ARTICLES OF INCORPORATION
OF
CERTIFIED PATHOLOGY SERVICES, INC..
(a nonprofit corporation)

FILED
96 APR 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation pursuant to the provisions of Chapter 617, Florida Statutes, and all future laws amendatory thereto, adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation shall be "Certified Pathology Services, Inc. (a nonprofit corporation)."

ARTICLE II
Purposes and Powers

This corporation is organized and shall be operated for educational, scientific and charitable purposes, including the provision of reference lab services and other health care services, and the conduct of programs related or incident to the foregoing, and further including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Within the limitations of these purposes, this corporation shall have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, including the power to contract, rent, buy, or sell personal or real property; provided, however, that this corporation shall not engage in any activities or exercise any powers that are not consistent with and in furtherance of the purposes of this corporation.

ARTICLE III **Prohibited Activities**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons; provided, however, that this corporation may pay reasonable compensation for services rendered and property and supplies furnished to this corporation in furtherance of its purposes described in Article II hereof. If the corporation is determined to be an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, no substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV **Membership**

This corporation is a membership organization. The sole member shall be Mayo Clinic Jacksonville, a Florida nonprofit corporation.

ARTICLE V **Duration**

The period of duration of this corporation shall be perpetual.

ARTICLE VI
Principal Office and Registered Agent

The principal office of this corporation shall be 4500 San Pablo Road, Jacksonville, Florida 32224. The name and address of the corporation's registered agent is Joanne L. Martin, 4500 San Pablo Road, Jacksonville, Florida 32224.

ARTICLE VII
Board of Directors

The management of the business and affairs of this corporation shall be vested in a Board of Directors to be known as the Board of Governors. From time to time the number of Governors of this corporation may be increased or decreased in accordance with the Bylaws of this corporation, but shall be no less than three (3) in number.

The names and addresses of the Governors of the corporation commencing with the filing of these Articles of Incorporation with the Florida Department of State are:

<u>Name</u>	<u>Address</u>
Arthur D. Jones, M.D.	4500 San Pablo Road Jacksonville, FL 32224
Charles V. Perniciaro, M.D.	4500 San Pablo Road Jacksonville, FL 32224
David B. Bolling	4500 San Pablo Road Jacksonville, FL 32224

The number, qualifications, method of election, terms of office, and such other provisions with respect to Governors and officers as are not inconsistent with the express provisions of these Articles of Incorporation shall be as provided in the Bylaws of this corporation.

All professional services, decisions, or actions provided by, made by, or carried out under the auspices of this corporation which must be provided, made, or carried out only by licensed professionals pursuant to other provisions of law of this state, shall be provided, made, or carried out only by licensed professionals.

ARTICLE VIII **No Personal Liability**

The Governors, officers, and members of this corporation shall not be personally liable to any extent whatsoever for obligations of this corporation.

ARTICLE IX **Dissolution**

Upon the dissolution of the corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations which, at such time, is or are formed for such purpose or purposes substantially similar to the purposes of this Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X **Amendments**

Amendments to these Articles of Incorporation may be proposed by the Board of Governors or the Member, but amendments shall be adopted only with the consent of the

Member. Bylaws may be made, altered, or rescinded only with the consent of the Member of this corporation.

ARTICLE XI
Incorporators

The name and address of the incorporator, who is a natural person of full age, is:

Name

Address

David B. Bolling

4500 San Pablo Road
Jacksonville, Florida 32224

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day
of March, 1996.



DAVID B. BOLLING, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 APR 10 AM 11:43

Pursuant to the provisions of Section 617.0501, Florida Statutes, the below named 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:

CERTIFIED PATHOLOGY SERVICES, INC.

2. The name and address of the registered agent and office are:

Joanne L. Martin
4500 San Pablo Road
Jacksonville, FL 32224

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: _____

JOANNE L. MARTIN

DATED: _____

3/23/96