

N 96000003649

Foley, Gardner
Requestor's Name

Address
City/State/Zip Phone #
228 6100

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Pick up time 2:30
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
03 JUL 11 AM 10:33

7/11/96

Examiner's Initials

ARTICLES OF INCORPORATION

FILED

OF

06 JUL 11 11:11:33

INTEGRATED PHYSICIAN SERVICES, INC.

A Florida Not-for-Profit Corporation

Pursuant to Chapter 617 of the Florida Statutes, the undersigned, being desirous of forming a corporation not-for-profit, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is **INTEGRATED PHYSICIAN SERVICES, INC.** ("the Corporation").

ARTICLE II

Corporate Offices

The principal office of the Corporation and its mailing address shall be located at 301 N. Alexander Street, Plant City, Florida 33566.

ARTICLE III

Duration

The term of existence of the Corporation is perpetual; and the corporate existence shall commence on the filing of these Articles with the Department of State.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law)

(herein after the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the Corporation's purposes shall include management of medical services to contain the cost of such services rendered to the public.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

Members

The Corporation shall have members. Membership provisions (including the designation of classes, if any, and the method of acceptance of members of each such class) shall be set forth in the By-Laws. The right of members, or any class of classes of members, to vote, if any, may be limited, enlarged or denied to the extent specified in the By-Laws.

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than three (3).

The initial Board of Directors is composed of the following individuals who shall serve until the first annual meeting of the shareholders of the Corporation or until successor Directors are elected and shall qualify:

William H. Anderson
William G. Ulbricht
Michael Salvato, M.D.
Stephen Butler, M.D.

ARTICLE VIII

Dissolution and Liquidation

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors of the Corporation.

ARTICLE IX

Bylaws

The Board of Directors of the Corporation shall provide for the adoption of such Bylaws, for the conduct of the Corporation and the carrying out of its purposes as the Board of Directors shall deem necessary.

ARTICLE X

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its trustees, directors, officers, employees, and agents, and former trustees, directors, officers, employees and agents, from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said trustees, directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XI

Registered Official Agent

The street office of the Corporation's initial registered office shall be 301 N. Alexander Street, Plant City, Florida 33566, and the name of the initial registered agent of the Corporation at such office shall be William H. Anderson.

ARTICLE XII

Incorporator

The name and address of the incorporator(s) of the Corporation is Christopher D. Rolle, c/o Foley & Lardner, 111 North Orange Avenue, Suite 1800, Orlando, Florida 32801-2386.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of June, 1996.

Christopher D. Rolle
Christopher D. Rolle, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 28th day of June, 1996, by Christopher Rolle, who is personally known to me or who produced _____ as identification, and who did/did not take an oath.



SARAH E. BATY
MY COMMISSION # CC478964 EXPIRES
October 23, 1999
BONDED THRU TROY FAH INSURANCE, INC

Sarah E. Baty
Notary Public, State of Florida
Commission Number: 00478964
My Commission Expires: 10/23/99

[NOTARIAL SEAL]

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

William H. Anderson, having been named in Article XI of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations of registered agents set forth in the Florida Statutes, and that he will further comply with any other provisions of law made applicable to it as registered agent of the Corporation.

Dated this 28th day of June, 1996.

William H. Anderson
William H. Anderson

FILED
JUN 11 1996
SS

N96000003649

LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
2290 FIRST NATIONAL BUILDING
DETROIT, MICHIGAN 48226-3563
FAX (313) 962-0170

LEE ANN JONES
Legal Assistant
TELEPHONE: (313) 256-7304
E-MAIL: laj@honigman.com

WEST PALM BEACH, FLORIDA
LANSING, MICHIGAN

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****490.00 ****35.00

August 13, 1997

Florida Department of State's Office
Division of Corporations, Amendment Department
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG 18 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Amended and/or Restated Articles of Incorporation for the Florida Business Corporations and Florida Not For Profit Corporations, set forth below:

1. Amended and Restated Articles of Incorporation of Bayfront Medical Center, Inc. (Corp: 714850), a Florida not for profit corporation.
2. Articles of Amendment to Articles of Incorporation of Bayfront Enterprises, Inc. (Corp: H78833), a Florida not for profit corporation.
3. Amended and Restated Articles of Incorporation of Morton Plant Mease Health Care, Inc. (Corp: N00677), a Florida not for profit corporation.
4. Amended and Restated Articles of Incorporation of Morton Plant Hospital Association, Inc. (Corp: 708987), a Florida not for profit corporation.
5. Second Amendment to Articles of Incorporation of Morton Plant Mease Health Services, Inc. (Corp: N11219), a Florida not for profit corporation.
6. Articles of Amendment to Articles of Incorporation of Morton Plant Life Services, Inc. (Corp: N13759), a Florida not for profit corporation.
7. Articles of Amendment to Restated Articles of Incorporation of Morton Plant Mease Primary Care, Inc. (Corp: N9200000038), a Florida not for profit corporation.

*Lee Ann Jones authorized
to add name under signature
and title.*

*Amend
KFT 8-26-97*

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State's Office
August 13, 1997
Page 2

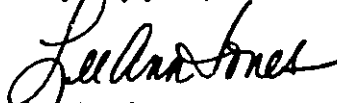
8. Articles of Amendment to Articles of Incorporation of Morton Plant Health Ventures, Inc. (Corp: J38184), a Florida corporation.
9. Second Amendment to Articles of Incorporation of Behavioral Health Management Services, Inc. (Corp: N94000004553), a Florida not for profit corporation.
10. Articles of Amendment to Articles of Incorporation of Ventures DME, Inc. (Corp: V34174), a Florida corporation.
11. Second Amendment to Articles of Incorporation of Global Health Care, Inc. (Corp: 587158), a Florida corporation.
12. Articles of Amendment to Articles of Incorporation of MFP, Inc. (Corp: G76634), a Florida corporation.
13. Articles of Amendment to Articles of Incorporation of South Florida Baptist Hospital Physician Services, Inc. (Corp: N96000003650), a Florida corporation.
14. Articles of Integrated Physician Services, Inc. (Corp: N96000003649), a Florida not for profit corporation.

These Amended and/or Restated Articles of Incorporation were executed pursuant to the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended, and shall be filed with the Florida Secretary of State.

A check in the amount of \$490.00 payable to the Florida Secretary of State is enclosed to cover the filing fee. Please return a date-stamped copy of the filed documents in the enclosed envelope.

Thank you for your assistance with this filing. If I may provide any additional information, please do not hesitate to contact me.

Very truly yours,



Lee Ann Jones

LAJ/pap
enc.

cc: Stuart M. Lockman, Esq. (w/o enc.)
Tracy E. Silverman, Esq. (w/enc.)

DET03/165187.1

FILED

97 AUG 18 AM 10: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTEGRATED PHYSICIAN SERVICES, INC.**

Pursuant to the provisions of Section 617.1006 Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The Articles of Incorporation of **INTEGRATED PHYSICIAN SERVICES, INC.**, a Florida not-for-profit corporation (the "Corporation"), are hereby amended to add the following Article I to the beginning thereof, and current Articles I - XII are renumbered accordingly:

ARTICLE I

Definitions

For the purposes of these Articles of Incorporation, the terms herein referred to shall have the following meanings:

1. The term "Act" means the Florida Not for Profit Corporation Act, as the same may be amended from time to time.

2. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.

3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.

4. The term "Corporation" means Integrated Physician Services, Inc., a Florida not-for-profit corporation, unless, from its context or use, it clearly has a different meaning.

5. The term "Member" means Board of Directors in their capacity as corporate member(s) of the Corporation.

2. Article VII of the original Articles of Incorporation of the Corporation is hereby amended to insert the following provision as paragraph two (2) of Article VII of the Corporation:

ARTICLE VII

Board of Directors

Subject to the rights reserved to the Member below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

3. Article VI of the original Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

ARTICLE VI

Member

The Member of the Corporation shall be the Board of Directors. The Member shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself in its capacity as the corporate member of the Corporation the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
4. Approval of contracts on behalf of the Corporation (but the Member may establish policies from time to time providing that only specific types of contracts or contracts

involving obligations in excess of specified levels need to be approved by the Member).

5. Authority to establish fees and charges on behalf of the Corporation.

6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.

7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.

8. Approval of the philosophy, mission statement and purposes of the Corporation.

9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.

10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.

11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Member.

12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.

13. Adoption of strategic plans or major changes in programs or services of the Corporation.

14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation; provided that such philosophy, mission statement and purposes shall at all times be consistent with the philosophy, mission statement and purposes of the Member.

2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.

4. Article XIV shall be amended to the end of the original Articles of Incorporation of the Corporation and shall read as follows:

ARTICLE XIV

Amendments to Articles of Incorporation and Bylaws

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws of the Corporation.

These amendments were duly adopted by the Member June 30, 1997, and the number of votes cast for the amendment was sufficient for approval.

Signed this 30 day of June, 1997

By: William G. Albrecht

Its: Secretary
William G. Albrecht