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TO: DIVISION OF CORPORATIONS

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NAME: SOUTH FLORIDA RENAL PHYSICIANS IPA, INC.

AUDIT NUMBER.....H97000019845

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 7

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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ARTICLES OF INCORPORATION

OF

**SOUTH FLORIDA RENAL PHYSICIANS IPA, INC.
a Florida Not-For-Profit Corporation**

The undersigned, for the purpose of forming a not-for-profit Florida corporation as an individual practice association under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the "Association," hereby agree to the following:

ARTICLE I - NAME

The name of the Association is South Florida Renal Physicians IPA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Association is 7061 Cypress Road, Suite 104, Plantation, Florida 33317.

ARTICLE III - PURPOSES

Section 1. The general purpose of the Association shall be the assimilation of providers of health care services for a program designed to provide health care services on a preferred provider basis (the "Program").

Section 2. Without limiting the generality of the purposes specified in Section 1 above, the specific purposes of the Association shall be:

A. To encourage membership status in the Association by individuals who are physicians licensed or certified to practice their respective professions in the State of Florida (the "Members");

B. To contract with its Members to provide health care services for the Program;

Prepared by: Mitchell F. Green; Bar No.358789, 4000 Hollywood Blvd., Suite 485 South, Hollywood,FL 33021; Phone: (954)966-2112

C. To contract with Managed Care Organizations, Physician Hospital Organizations and other alternative delivery systems to arrange for the provision of health care services to subscribers through preferred provider physicians who are Members of the Association;

D. To promote access to new patient markets;

E. To promote the delivery of quality medical care;

F. To promote efficiency, cost containment and better administration in the provision of health care services;

G. To conduct a peer review and quality assurance program; and

H. To do all and everything necessary and proper for the accomplishment of the foregoing stated purposes.

ARTICLE IV - POWERS

The Association shall have all of the common law and statutory powers of a not-for-profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Association. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE V - TERM OF EXISTENCE

The Association shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE VI - MEMBERS

Section 1. Ultimate control over the Association shall be vested in certain designated individuals, referred to as the Members of the Association.

Section 2. The Members shall have such powers and responsibilities as shall be reserved to them pursuant to the Bylaws of the Association.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Except for those matters reserved to the Members, as specified in the Bylaws of the Association, the business and affairs of the Association shall be managed by a Board of Directors, whose members shall be referred to as Directors.

Section 2. The names and addresses of the individuals who are to serve as the initial Directors of the Association are as follows:

<u>Names</u>	<u>Addresses for all Directors</u>
Roberto Coquis, M.D.	c/o 4000 Hollywood Boulevard Suite 485 South Hollywood, FL 33021
Mary Feinroth, M.D.	
Harvey Feldman, M.D.	
Robert Cueli, M.D.	
James Loewenhertz, M.D.	
Richard Sandler, M.D.	

Section 3. The number of Directors of the Association shall not be less than three (3) nor more than ten (10). The number may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, hold office and be removed as specified in the Bylaws.

ARTICLE VIII - RESTRICTIONS ON TRANSFERABILITY OF MEMBERSHIP

Membership in the Association may not be sold, assigned, transferred, pledged, encumbered or in any way disposed of, nor shall membership be transferable except to the Association pursuant to the provisions of the Bylaws.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Members of the Association, in the manner provided in the Bylaws.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the initial registered office shall be 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021 and the initial registered agent located at such address is Mitchell F. Green, Esq.

ARTICLE XI - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the Members, for matters specified by law that do not affect the substantive rights of the Members of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the Members, as follows:

A. The Board of Directors shall recommend the proposed amendment to the Members, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the Members with the amendment.

B. The proposed amendment shall be submitted to the Members at a Members' meeting, if notice of the changes to be made is given, and shall be adopted upon receiving the affirmative vote of a majority of the Members entitled to vote thereon (or such greater or lesser number as is required or permitted by law).

C. If no Members have been admitted to the Association, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the Incorporators.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Members, without an act of the Board of Directors, if the proposed amendment is submitted to the Members at a Members' meeting, where notice of the changes to be made has been given, and the proposed amendment is adopted by receiving the affirmative vote of a majority of the Members entitled to vote thereon (or such greater or lesser number as is required or permitted by law).

ARTICLE XII - DISSOLUTION

In the event of a dissolution of the Association, the residual assets of the Association shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for charitable, educational, religious, or scientific purposes only.

ARTICLE XIII - LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay for reasonable compensation for services rendered and to make payments and distributions in the furtherance of any of its purposes.

ARTICLE XIV - INCORPORATOR

The name and address of the Incorporator is:

Name

Address

Mary Feinroth, M.D.

1150 North 35th Avenue, Suite 240
Hollywood, FL 33021

IN WITNESS WHEREOF, for purposes of forming a not-for-profit corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1 day of October, 1997

Mary J. Feinroth, MD
Mary Feinroth, M.D., Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617 of the Florida Statutes, the following not-for-profit corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the corporation's registered office/ registered agent in the State of Florida.

Name of Corporation: South Florida Renal Physicians IPA, Inc.

Name and address of Registered Agent and Registered Office:

Mitchell F. Green, Esq.
Kramer, Green & Zuckerman, P.A.
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

Signature: Mary V. Feinroth, M.D.
Mary Feinroth, M.D.
Title: Incorporator
Date: 1 Oct, 1997 MDF

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: Mitchell F. Green
Mitchell F. Green
Date: October 8, 1997

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