

# N98000002108

LAW OFFICES

## SAVAGE, KRIM & SIMONS, P.A.

CHARLES A. SAVAGE (1898-1994)  
FRED J. KRIM  
GARY C. SIMONS  
TIMOTHY S. BABIARZ  
TIMOTHY A. FISCHER

121 NW THIRD STREET  
OCALA, FLORIDA 34475-6695  
(352) 732-8944  
FAX (352) 867-0504  
April 9, 1998

FILED

98 APR 10 AM 10:52  
SECRETARY OF COUNSEL  
RICHARD D. JONES  
TALLAHASSEE, FLORIDA

RECEIVED  
98 APR 10 PM 3:34  
DIVISION OF CORPORATIONS

Secretary of State  
Bureau of Corporate Records  
PO Box 6327  
Tallahassee, Florida 32314

VIA UPS OVERNIGHT  
TRACKING # 0994 6651 082

Re: Family Health Services, L.C. (name change and release)  
Family Health Services, Inc. (new corporation)

Dear Sir or Madam:

We are enclosing the following documents:

1. The original and a copy of the Certificate of Amendment to Articles of Organization of Family Health Services, L.C.
2. The original and a copy of the Consent by Members of Family Health Services, L.C. to Name Change and Release of Name.
3. The original and a copy of the Articles of Incorporation for Family Health Services, Inc., a Florida non-profit corporation.
4. Registered Agent form showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
5. Our general account check in the amount of \$227.50. This check represents: \$52.50 for the Amendment of L.L.C. records and \$52.50 for a certified copy of same; \$35.00 filing fee for Articles of Incorporation; \$52.50 for a certified copy thereof; and \$35.00 Registered Agent fee.

You are instructed to please effect the name change and release of name for the limited liability company immediately prior to filing the Articles for the new corporation.

We would appreciate it if you would certify the copy of the Articles of Incorporation and return it to us with a Certificate of Incorporation.

Timothy A. Fischer GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art 1  
DATE 4-13-98  
DOC. EXAM BR

Truly,  
Timothy A. Fischer  
Timothy A. Fischer  
For the Firm

300002486003--0  
-04/13/98--01020--011  
\*\*\*227.50 \*\*\*122.50

TAF/dw  
Enclosures

D:\TAF\MRHS\FHSinc\SecState1

BR 4-13-98

**ARTICLES OF INCORPORATION  
OF  
FAMILY HEALTH SERVICES, INC.  
a Florida non-profit corporation**

**FILED**  
98 APR 10 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

NAME: The name of this corporation shall be FAMILY HEALTH SERVICES, INC.  
131 S.W. 15th Street, Ocala, Florida 34474.

**ARTICLE II**

CORPORATE NATURE: This is a non-profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

1. This corporation is organized exclusively for charitable, education and scientific purposes under the provisions of Section 501(c)(3) of the Internal Revenue code as it now exists or as it may hereafter be amended.

2. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation and in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as it now exists or may hereafter be amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes, or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

3. No part of the income or net earnings of this corporation shall be distributable to its members, directors, or officers.

4. Notwithstanding any other provision of these Articles of Incorporation, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activities by or on behalf of the corporation not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or may hereafter be amended, or which are not permitted to be taken or carried on by an organization the

contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE III**

**PURPOSES:** This corporation is organized for the following purposes:

1. To operate a Medicaid primary care clinic, to operate a women's health care and midwifery clinic, and the Company shall have all powers necessary to conduct such businesses and engage in such activities, including, but not limited to, the powers enumerated in the Florida Not For Profit Corporation Act, or any amendment thereto;
2. For any other lawful purposes pursuant to Florida Statutes and the powers conferred upon not-for profit corporations under the laws of the State of Florida.

### **ARTICLE IV**

**TERM:** This corporation shall have perpetual existence.

### **ARTICLE V**

**MEMBERS:** The corporation shall have no members.

### **ARTICLE VI**

**INCORPORATOR:** The name and address of the incorporator of this corporation are: GARY C. SIMONS, 121 NW Third Street, Ocala, FL 34475.

### **ARTICLE VII**

1. **DIRECTORS:** The affairs of the corporation are to be managed by a Board of Directors consisting of never less than three (3) Directors.
2. **COMPOSITION:** The exact number, qualifications, and method of election of Directors to shall be as specified in the Bylaws of the Corporation. The initial Directors of the

Corporation shall be:

1. DYER T. MICHELL  
131 S.W. 15<sup>th</sup> Street  
Ocala, Florida 34474
2. RICHARD D. MUTARELLI  
131 S.W. 15<sup>th</sup> Street  
Ocala, Florida 34474
3. WILLIAM B. COSTENBADER, M.D.  
131 S.W. 15<sup>th</sup> Street  
Ocala, Florida 34474

#### ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE: The initial Registered Agent of this corporation shall be GARY C. SIMONS. The initial Registered Office shall be located at 121 NW Third Street, Ocala, Florida 34475.

#### ARTICLE IX

BYLAWS: The Board of Directors of this corporation may provide such Bylaws for the conduct of its business in the carrying out of its purposes as they may deem necessary from time to time consistent with Florida Statutes. The Bylaws may be altered, amended or repealed and new and other Bylaws may be made and adopted by the Board of Directors as provided in the Bylaws.

#### ARTICLE X

AMENDMENTS: Amendments to these Articles of Incorporation may be made and adopted only by a vote of at least two-thirds of the members of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation have executed these Articles of Incorporation this 9 day of April, 1998.

  
GARY C. SIMONS  
Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

Sworn and subscribed before me this 9<sup>th</sup> day of April, 1998, by GARY C. SIMONS, who ☒ is personally known to me OR ☐ produced as identification \_\_\_\_\_.

  
Notary Public, State of Florida

JENNIFER A. VOLKMAR  
Print Name

My Commission No. CC427133

My Commission Expires 1-1-99

JENNIFER A. VOLKMAR  
Notary Public-State of Florida  
My Comm. Exp. JAN. 1, 1999  
Comm. #CC427133

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

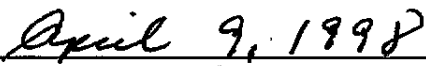
PURSUANT TO THE PROVISIONS OF F.S. 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT / REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is FAMILY HEALTH SERVICES, INC.
2. The name and address of the Registered Agent and Office are:

GARY C. SIMONS  
121 NW Third Street  
Ocala, Florida 34475

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.

  
\_\_\_\_\_  
GARY C. SIMONS, Registered Agent

  
\_\_\_\_\_  
DATE

D:\TAF\MRHS\FHSinc\Articles\Inc-FHS2.wpd

**FILED**  
98 APR 10 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA