

N 98000003006

ROGERS, TOWERS, BAILEY, JONES & GAY

Requestor's Name

106 South Monroe Street - 2nd Floor

Address

Tallahassee, FL 32301 (222-7200)

City/State/Zip

Phone #

\* Please call Pat @ 222-7200 if problems.

FILED

98 MAY 27 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Physical Medicine Specialists II, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 5/27

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ 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

P Hall

MAY 27 1998

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-05/27/98--01061--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
PHYSICAL MEDICINE SPECIALISTS II, INC.  
(a corporation not-for-profit)

FILED

98 MAY 27 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation is:

PHYSICAL MEDICINE SPECIALISTS II, INC.

ARTICLE II

Purpose

The Corporation is organized as a not-for-profit corporation exclusively for charitable, benevolent, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of Internal Revenue Code of 1986, or the corresponding Section of any future federal tax code (the "Code"). Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of or be distributable to any member, director, trustee, officer or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation

contributions to which are deductible under Section 170(c)(2) of the Code.

Without in any way limiting the foregoing purposes, the purposes of the Corporation shall be to provide health-related services to the community, including engaging in outpatient rehabilitation and physiatrist services in clinical settings in a non-profit environment, providing education on health and other medical matters to the medical community and the community at large, and such other activities as the Corporation deems in the best interests of the Corporation and the community consistent with the foregoing purposes.

In the event of dissolution of the Corporation or the winding up of affairs or other liquidation of its assets, the Corporation's assets will be conveyed or distributed to **GENESIS REHABILITATION HOSPITAL, INC.**, a Florida not for profit corporation, so long as **GENESIS REHABILITATION HOSPITAL, INC.** at the time of such conveyance or distribution qualifies as an exempt organization under Section 501(c)(3) of the Code. In the event that **GENESIS REHABILITATION HOSPITAL, INC.** does not qualify, or is not in existence, the Corporation's property shall be conveyed and operated for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to one or more organizations which are tax-exempt pursuant to Section 501(c)(3) of the Code with purposes similar to those of the Corporation, as the Board of the Directors of the Corporation may determine.

No substantial part of the activities of the Corporation shall consist of 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.

### ARTICLE III

#### Members

The sole member of the Corporation shall be GENESIS REHABILITATION HOSPITAL, INC., a Florida not-for-profit corporation. The qualification of members of this Corporation shall be that prescribed by the Bylaws of the Corporation.

### ARTICLE IV

#### Perpetual Existence

This Corporation is to have perpetual existence.

### ARTICLE V

#### Directors and Officers

Section 1. The affairs of the Corporation shall be governed by a Board of Directors composed of no less than three (3) and no more than twenty-five members, the exact number of Directors to be specified in the Bylaws of the Corporation. The Directors shall be designated by the sole member of the Corporation as provided in the Bylaws. Provision for such designation, and provisions respecting the removal and resignation of Directors, and for filling vacancies in the Board of Directors, shall be established by the Bylaws.

Section 2. The names and addresses of the first members of the Board of Directors of the Corporation, who shall serve until the first election held by the members hereunder are:

Stephen K. Wilson  
3599 University Boulevard South  
Jacksonville, Florida 32216

Timothy W. Reinschmidt  
3599 University Boulevard South  
Jacksonville, Florida 32216

Douglas M. Baer  
3599 University Boulevard South  
Jacksonville, Florida 32216

Section 3. The principal officers of the Corporation shall be:

President

Vice-President

Secretary-Treasurer

who shall be elected by the Board of Directors at its annual meeting, in the manner set forth in the Bylaws. The election of the President shall be subject to ratification by the sole member of the Corporation.

Section 4. The names of the first officers of the Corporation, who shall serve until the first election held by the members hereunder are:

Stephen K. Wilson  
Douglas M. Baer  
Timothy W. Reinschmidt

President  
Vice-President  
Vice-President /  
Secretary-Treasurer

## ARTICLE VI

### Bylaws

The Bylaws may be altered, amended or repealed, and new or other Bylaws may be made and adopted only with the approval of the sole member of the Corporation.

## ARTICLE VII

### Amendments

Amendments to these Articles of Incorporation may be made and adopted only with the approval of the sole member of the Corporation. Said amendments shall be effective when a copy thereof, properly executed and acknowledged, has been filed with the Secretary of State and all filing fees paid.

## ARTICLE VIII

### Powers of Sole Member

The Board of Directors of the Corporation shall not, without the prior approval of the sole member of the Corporation:

1. Approve any annual or long-term capital and operational budgets or any change therein exceeding five percent (5%) of the total original budget;
2. Approve any new, or any changes to existing, long-term or master institutional plans of the Corporation;
3. Approve a plan of dissolution of the Corporation;
4. Agree to any contract or engage in any transaction where the amount involved exceeds \$100,000.00;
5. Approve a plan of merger or consolidation of the Corporation with another corporation; or

6. Organize or acquire, or authorize or approve the organization or acquisition of, any subsidiary or affiliate of the Corporation.

#### ARTICLE IX

##### Principal Office; Mailing Address

The principal office and mailing address of this Corporation will be at 3599 University Boulevard South, Jacksonville, Florida, 32216, or such other address as the Board of Directors may from time-to-time designate.

#### ARTICLE X

##### Sole Incorporator

The name and address of the sole incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas M. Baer	Genesis Health, Inc. 3627 University Blvd., South Suite 810 Jacksonville, Florida 32216

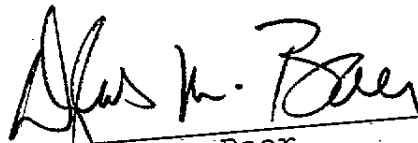
#### ARTICLE XI

##### Registered Agent

The name of the initial registered agent and the street address of the initial registered office of this Corporation is

<u>NAME</u>	<u>ADDRESS</u>
Allan T. Geiger, Esquire	Rogers, Towers, Bailey, Jones, & Gay 1301 Riverplace Boulevard Suite 1500 Jacksonville, Florida 32207

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 22 day of May, 1998.

  
Douglas M. Baer  
Incorporator



FILED

CERTIFICATE OF DESIGNATION 98 MAY 27 AM 10:55  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned not-for-profit 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:

Physical Medicine Specialists II, Inc.

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

NAME

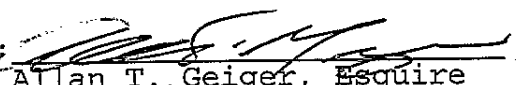
ADDRESS

Allan T. Geiger, Esquire

Rogers, Towers, Bailey,  
Jones, & Gay  
1301 Riverplace Boulevard  
Suite 1500  
Jacksonville, Florida 32207

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:

  
Allan T. Geiger, Esquire

DATE:

5-6-98