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REFERENCE:

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DATE:

6-23-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

MMHS IPA, Inc

STATE FEES PREPAID WITH CHECK # 2690 FOR \$ 122.50

800002569428--4

-06/23/98-01056--004

\*\*\*\*122.50 \*\*\*\*122.50

PLEASE FILE:

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

P. Hall

JUN 23 1998

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FILED  
98 JUN 23 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUN 23 AM 11:06  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**OF**

**MMHS IPA, INC.**

FILED  
98 JUN 23 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of MMHS IPA, Inc., under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following articles of incorporation:

**ARTICLE I. NAME**

The name of this corporation is MMHS IPA, Inc. (the "Corporation").

**ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM**

The Corporation's existence shall begin on the date of filing of these Articles of Incorporation. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III. INCORPORATOR**

The name and street address of the incorporator are as follows:

Mark E. Robitaille  
Vice President and Chief Operating Officer  
Martin Memorial Health Systems, Inc.  
300 S.E. Hospital Drive  
Stuart, Florida 34994

#### ARTICLE IV. PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is c/o Martin Memorial Health Systems, Inc., 300 S.E. Hospital Drive, Stuart, Florida 34994. The street address of the initial mailing address of the Corporation is 300 S.E. Hospital Drive, Stuart, Florida 34994.

#### ARTICLE V. PURPOSE

The purposes for which the Corporation are organized are:

(a) To serve as an independent practice association; to promote and protect the interest of physicians; to promote the practice of medicine through utilization management, peer review services and other services; to educate and advise members on activities undertaken by regulatory agencies; to educate and advise members of trends and changes in the practice of medicine; and to present and promote the views of its members to regulatory agencies and other parties having an effect on the practice of medicine. The Corporation shall also engage in other activities which are necessary or beneficial in connection with the delivery of medical services under independent contracts and managed care arrangements.

(b) The Corporation is also empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not For Profit Corporation Act and which the Member, as hereinafter defined, or the Board of Directors, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Member or the Board of Directors to be necessary or desirable in connection with any of the Corporation's businesses.

#### ARTICLE VI. DISTRIBUTION OF ASSETS

No dividends shall be declared and no part of the income, profit or net earnings of the Corporation shall at any time be paid to any officer, Director, as hereinafter defined, or the

Member of the Corporation, or to any other person whomsoever, as a dividend or other distribution of the assets or profits of the Corporation. Notwithstanding the foregoing, the Corporation is and shall be authorized to pay its employees or independent contractors reasonable compensation for services actually rendered by such employees or independent contractors, regardless of whether such employees or independent contractors are also Directors, officers or the Member of the Corporation, and upon dissolution or final liquidation, may make distributions to its Member as permitted by law.

#### ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have at least three (3) but no more than nine (9) directors ("Directors"). The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws, but shall never be less than the minimum number of Directors required by law. The names and addresses of the initial Directors are:

Robert I. Levy  
Salvatore R. Donohue  
Howard W. Robbins  
Mark L. Cocorullo  
Mark E. Robitaille  
Richmond M. Harman

The street address of all of the initial Directors is:

Martin Memorial Health Systems, Inc.  
300 S.E. Hospital Drive  
Stuart, Florida 34994

Subject to the requirements of the Bylaws and applicable law, the powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The manner in which the Directors are to be elected or appointed is as stated in the Bylaws.

#### ARTICLE VIII. MEMBERS

The Corporation shall have one (1) member (the "Member"). The designation of the Member, the qualifications and rights of the Member, and the conferring, limiting or denying of a Member's right to vote shall be as provided in the Bylaws of the Corporation.

#### ARTICLE IX. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by law.

#### ARTICLE X. BYLAWS

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed, pursuant to the terms of the Bylaws.

#### ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

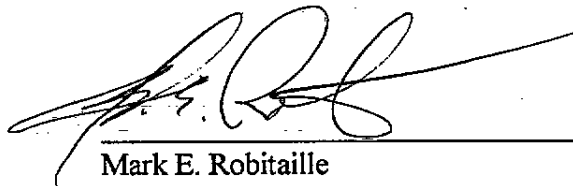
These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

#### ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE

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


Mark E. Robitaille  
Martin Memorial Health Systems, Inc.  
300 S.E. Hospital Drive  
Stuart, Florida 34994


IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 17 day of ~~May~~ <sup>JUNE</sup> 1998, for the purpose of forming this not for profit Corporation under the laws of the State of Florida.

  
\_\_\_\_\_  
Mark E. Robitaille  
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named to accept service of process for MMHS IPA, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said corporation.

Dated this 17 day of ~~May~~ <sup>June</sup>, 1998. 

  
Mark E. Robitaille  
Registered Agent

V0771206580ARTJAV.001

FILED  
98 JUN 23 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA