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Pennington Law Firm

Requestor's Name

215 S. Monroe St.

Address

Tallahassee, FL 32302 222-3533

City/State/Zip

Phone #

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-07/23/98--01004--018

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Office Use Only

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

1. Tallahassee Memorial Health Partners, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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98 JUL 22 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☐ Pick up time _____ ☐ 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

Karen Bradley
222-3533

JUL 23 1998

P. Hall

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
TALLAHASSEE MEMORIAL HEALTH PARTNERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of TALLAHASSEE MEMORIAL HEALTH PARTNERS, 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 TALLAHASSEE MEMORIAL HEALTH PARTNERS, 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 incorporators are as follows: Robert E. Ashmore, Jr., M.D., 1401 Centerville Road, Tallahassee, Florida 32308; K. William Brett, M.D., 1626 Riggins Road, Tallahassee, Florida 32308; F. Edward Carney, M.D., 1300 Miccosukee Road, Tallahassee, Florida 32308; Jeffrey W. Crooms, M.D., 1405 Centerville Road, Tallahassee, Florida 32308; Larry C. Deeb, M.D., 2416 E. Plaza Drive, Tallahassee, Florida 32308; William A. Giudice, C.P.A., 1300 Miccosukee Road, Tallahassee, Florida 32308; Thomas I. Lawhorn, Jr., M.D., 1405 Centerville Road, Tallahassee, Florida 32308; Todd A. Patterson, D.O., Jack W. MacDonald, M.D., 1300 Miccosukee Road, Tallahassee, Florida

32308; Robert M. Snider, M.D., 1405 Centerville Road, Tallahassee, Florida 32308; and Barbara W. Williams, M.D., 1160 Apalachee Parkway, Tallahassee, Florida 32301.

ARTICLE IV. PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is: 1300 Miccosukee Road, Tallahassee, Florida 32308. The street address of the initial mailing address of the Corporation is: c/o F. Edward Carney, M.D., 1300 Miccosukee Road, Tallahassee, Florida 32308.

ARTICLE V. PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through a network of physicians, hospitals and other health care providers and through agreements with preferred provider health insurance organizations, exclusive provider organizations, health maintenance organizations, corporate employee benefit plans, union benefit plans, prepaid health plans, insurance companies, third-party administrators, employers and other payors and arrangements, pursuant to which the network will provide health care services to enrollees in or beneficiaries of such payors' health benefit plans. The Corporation shall also engage in other activities which are necessary or beneficial in the delivery of health care services under such contracts.

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 Members, as hereinafter defined, or the Board of Directors, pursuant to the terms of the Bylaws of the Corporation, may deem to be in the best interests of the Corporation, and to do all other things deemed by the Members, or the Board of Directors, pursuant to the terms

of the Bylaws of the Corporation, 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 or 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 or Officers of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

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 and the initial Directors shall be as stated in the Organizational Action of the Corporation. The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by the Bylaws.

ARTICLE VIII. MEMBERS

The Corporation shall have members (the "Members"). The Corporation may be divided into such classes of Members as may be provided in the Bylaws of the Corporation. The designation of each class of Members, the qualifications and rights of Members of each class, and the conferring, limiting or denying of the 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 address of the initial registered agent of this Corporation are: E. Murray Moore, Jr., 215 South Monroe Street, Second Floor, Tallahassee, Florida 32301.


IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 22nd day of July, 1998, for the purpose of forming this not-for-profit Corporation under the laws of the State of Florida.

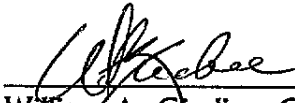
Robert E. Ashmore, Jr.
Robert E. Ashmore, Jr., M.D.

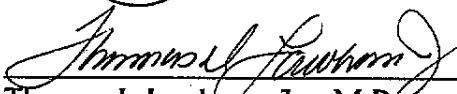
K. William Brett
K. William Brett, M.D.

F. Edward Carney M.D.
F. Edward Carney, M.D.

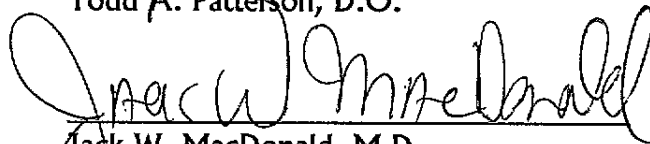

Jeffrey W. Crooms, M.D.



Larry C. Deeb, M.D.

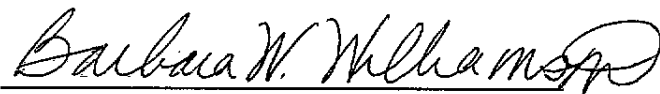

William A. Giudice, C.P.A.


Thomas I. Lawhorn, Jr., M.D.


Todd A. Patterson, D.O.


Jack W. MacDonald, M.D.


Robert M. Snider, M.D.


Barbara W. Williams, M.D.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named to accept service of process for Tallahassee Memorial Health Partners, 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 22nd day of July, 1998.

BY: E. Murray Moore Jr.
E. Murray Moore, Jr.

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