



CONNER, HUBBARD & COMPANY, P.A.
Certified Public Accountants

Taxation, Accounting, Pension Planning, and Business Counseling

P000000022050

January 28, 2000

Ms. Sandra B. Mortham
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Dear Madam:

Please find the Articles of Incorporation for Stephen B. Gill, M.D., P.A., and a check for \$70.00 enclosed.

The incorporator requests the State of Florida to recognize Stephen B. Gill, M.D., P.A., as a corporation.

Please make special note that the initial registered office and principal office as required by Florida statutes is specified in Article VI. Also, a certified copy of the Articles of Incorporation is not requested.

Please call if you have any questions.

Sincerely,
CONNER, HUBBARD & COMPANY, P.A.

Steven W. Conner, CPA
Steven W. Conner,
Certified Public Accountant

SWC:ph

Enclosures

cc: Mr. Stephen B. Gill, M.D.

FILED
2000 FEB 25 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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N-5750

Pam Hubbard GAVE
AUTHORIZATION BY PHONE TO
CORRECT IV
DATE 3-3-00
DOC. EXAM CH

Please respond to the office at:

☒ 1106 Park Avenue
Orange Park, Florida 32073
(904) 278-1040; Fax (904) 278-9444

☐ 2700 C. H. Arnold Road
St. Augustine, Florida 32092
(904) 278-1040

☐ 212 North Davis Street
Nashville, Georgia 31639
(912) 686-3377

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

STEPHEN B. GILL, M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Services Corporation Action Act, F.S. Chapter 621, and other laws of the State Florida.

ARTICLE I - NAME

The name of the professional service corporation is Stephen B. Gill, M.D., P.A.

ARTICLE II - PRINCIPAL OFFICE

Stephen B. Gill, M.D., P.A.
1935 Lakeshore Drive North
Orange Park, Florida 32073

ARTICLE III - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE IV - PURPOSE

This professional service corporation is organized for the following purposes:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes Section 607.0302, et. seq., as amended, and the doing of all lawful things related thereto. The specific purpose of this corporation is to perform medical services.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 (1,000) shares of 01/100 Dollar (\$.01) par value common stock.

None of the shares of the professional services corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

ARTICLE VI - REGISTERED OFFICE AND AGENT

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

Stephen B. Gill, M.D.
1935 Lakeshore Drive North
Orange Park, Florida 32073

ARTICLE VII - BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

Stephen B. Gill, M.D.
1935 Lakeshore Drive North
Orange Park, Florida 32073

ARTICLE VIII - SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

Steven W. Conner
1106 Park Avenue
Orange Park, Florida 32073

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any Bylaws of the corporation adopted by the shareholders if the shareholders provide that the Bylaws of the corporation shall not be altered, amended or repealed by the board of directors.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation, this 8th day of February, 2000.

Steven W. Conner
Steven W. Conner

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

WITNESSETH

That Stephen B. Gill, M.D., P.A., desiring to organize under laws of the State of Florida, which will have his principal office in Orange Park, Florida, has named Stephen B. Gill, M.D., 1935 Lakeshore Drive North, Orange Park, Florida 32073, as the agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named by the incorporator of Stephen B. Gill, M.D., P.A., to accept service of process for the Professional Service Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Professional Service Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 8th day of February, 2000.

Stephen B. Gill MD
STEPHEN B. GILL
Registered Agent

FILED
2000 FEB 25 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA