

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000024862

Urology Associates of  
Northeast Florida, P.A.

EFFECTIVE DATE

4-1-00

Signature \_\_\_\_\_

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

300003165113-3  
-03/10/00--01020--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input checked="" type="checkbox"/>	Art of Inc. File	Photo
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input type="checkbox"/>	Cert. Copy	
<input checked="" type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 10 AM 9:48  
00 MAR 10 AM 9:38

FILED  
RECEIVED

CB  
3-10-00  
6

**ARTICLES OF INCORPORATION  
OF**

**EFFECTIVE DATE**  
4-1-00

**UROLOGY ASSOCIATES OF NORTHEAST FLORIDA, P.A.**

THE UNDERSIGNED INCORPORATOR, WHO IS LICENSED TO PRACTICE MEDICINE IN THE STATE OF FLORIDA, ASSOCIATES AND ORGANIZES THIS CORPORATION WITH THE INTENT OF FORMING A PROFESSIONAL CORPORATION IN ACCORDANCE WITH THE FLORIDA PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT, CHAPTER 621, FLORIDA STATUTES, AND ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR THIS CORPORATION:

**ARTICLE I. CORPORATE NAME.**

THE NAME OF THIS CORPORATION IS UROLOGY ASSOCIATES OF NORTHEAST FLORIDA, INC., P.A.

**ARTICLE II. COMMENCEMENT & DURATION.**

THESE ARTICLES OF INCORPORATION SHALL BECOME EFFECTIVE ON APRIL 1, 2000. THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

**ARTICLE III. PURPOSE & POWERS.**

THE SOLE AND SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS TO OPERATE AND MAINTAIN AN ESTABLISHMENT AND OTHERWISE SERVE THE CONVENIENCE OF ITS SHAREHOLDERS IN CARRYING ON AND ENGAGING IN THE PRACTICE OF MEDICINE, SPECIALIZING IN UROLOGY AND RELATED AREAS OF MEDICAL PRACTICE, AS A PROFESSIONAL CORPORATION AND TO CARRY ON SERVICES INCIDENT TO THE PRACTICE OF MEDICINE, AND TO CARRY ON ANY OTHER LAWFUL ACTIVITY PERMITTED BY CHAPTER 621 OF THE FLORIDA STATUTES AND NOT SPECIFICALLY PRECLUDED BY ANY PROVISION OF SECTION 621.08 THEREOF. THIS CORPORATION SHALL HAVE ALL THE RIGHTS AND POWERS NOW OR SUBSEQUENTLY CONFERRED ON PROFESSIONAL CORPORATIONS BY THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE IV. PRINCIPAL OFFICE.**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION IS 1715 VILLAGE WAY, ORANGE PARK, FLORIDA 32073, AND THE MAILING ADDRESS OF THIS CORPORATION IS THE SAME.

**FILED**  
MAR 10 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

#### ARTICLE V. CAPITAL STOCK.

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100,000. THESE SHARES SHALL BE OF A SINGLE CLASS OF COMMON STOCK, AND SHALL HAVE A PAR VALUE OF \$.01 PER SHARE. EACH ISSUED AND OUTSTANDING SHARE SHALL BE ENTITLED TO ONE VOTE. THE SHAREHOLDERS MAY, BY BYLAW PROVISION OR BY SHAREHOLDERS' AGREEMENT RECORDED IN THE CORPORATE MINUTE BOOK, IMPOSE SUCH RESTRICTIONS ON THE SALE, TRANSFER OR ENCUMBRANCE OF THE STOCK OF THIS CORPORATION AS THEY MAY SEE FIT.

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

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT ARE GRADY H. WILLIAMS, JR., 1279 KINGSLEY AVENUE, SUITE 117, ORANGE PARK, FLORIDA 32073.

#### ARTICLE VII. BOARD OF DIRECTORS.

THIS CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS. THE INITIAL NUMBER OF DIRECTORS THAT THE CORPORATION SHALL HAVE SHALL BE THREE (3). THE NUMBER OF DIRECTORS THAT THE CORPORATION SHALL HAVE FROM TIME TO TIME SHALL BE NOT LESS THAN ONE (1) NOR GREATER THAN FOUR (4), AS ELECTED BY THE SHAREHOLDERS IN ACCORDANCE WITH THE PROVISIONS OF THE BYLAWS.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION AND UNTIL THEIR SUCCESSOR(S) ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, OR UNTIL THE EARLIER OF THEIR REMOVAL, RESIGNATION OR DEATH, ARE

**DIRECTOR:**

**ADDRESS:**

JAMES E. Kaelin, M.D.

1715 VILLAGE WAY  
ORANGE PARK, FL 32073

ROLLIN W. BEARSS, M.D.

1715 VILLAGE WAY  
ORANGE PARK, FL 32073

MARC H. BLASSER, M.D.

1715 VILLAGE WAY  
ORANGE PARK, FL 32073

#### **ARTICLE IX. INCORPORATOR.**

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION ARE JAMES E. KAEIN, M.D., 1715 VILLAGE WAY, ORANGE PARK, FLORIDA 32073.

#### **ARTICLE X. QUALIFICATIONS FOR SHAREHOLDERS, DIRECTORS AND OFFICERS.**

ALL OF THE SHAREHOLDERS, DIRECTORS AND OFFICERS OF THIS CORPORATION ARE REQUIRED AT ALL TIMES TO BE PERSONS LICENSED TO PRACTICE MEDICINE IN THE STATE OF FLORIDA. IF ANY SHAREHOLDER, DIRECTOR OR OFFICER OF THIS CORPORATION BECOMES LEGALLY DISQUALIFIED TO RENDER PROFESSIONAL OR OTHER PERSONAL SERVICES, CONSULTATION OR ADVICE WITHIN THIS STATE IN CONNECTION WITH THE PRACTICE OF LAW, SUCH PERSON SHALL TRANSFER ANY SHARES IN THIS CORPORATION OWNED BY HIM OR HER TO THE CORPORATION OR ANOTHER PERSON QUALIFIED TO OWN SUCH SHARES, AS REQUIRED BY SECTION 621.10, FLORIDA STATUTES, OR PURSUANT TO SUCH OTHER ARRANGEMENTS OR PROVISIONS (NOT INCONSISTENT WITH SECTION 621.10) AS MAY BE PROVIDED IN THE BYLAWS OF THIS CORPORATION OR ANY AGREEMENT BETWEEN SUCH SHAREHOLDER AND THE CORPORATION. IF AT ANY TIME ALL OF THE SHAREHOLDERS OF THE CORPORATION SHALL CEASE, AT ANY ONE TIME AND FOR ANY REASON, TO BE LICENSED TO PRACTICE MEDICINE IN THE STATE OF FLORIDA, THE CORPORATION SHALL THEREUPON BE DEEMED TO BE CONVERTED INTO AND SHALL HENCEFORTH OPERATE SOLELY AS A BUSINESS CORPORATION PURSUANT TO THE PROVISIONS OF CHAPTER 607, FLORIDA STATUTES, AS AMENDED, OR ITS SUCCESSORS.

#### **ARTICLE XI. PREEMPTIVE RIGHTS.**

AFTER INITIAL CAPITALIZATION AND THE ISSUANCE OF STOCK TO THE INITIAL SHAREHOLDERS OF THIS CORPORATION, EACH OF THE THEN EXISTING SHAREHOLDERS OF THE CORPORATION SHALL THEREAFTER HAVE PREEMPTIVE RIGHTS TO MAINTAIN A FIXED PERCENTAGE OWNERSHIP IN THE CORPORATION BY PURCHASING THEIR PROPORTIONATE SHARE OF ANY NEW STOCK ISSUED BY THIS CORPORATION, WHICH RIGHTS MAY ONLY BE WAIVED IN WRITING AND WITH THE UNANIMOUS APPROVAL OF BOARD OF DIRECTORS AND THEN EXISTING SHAREHOLDERS.

#### **ARTICLE XII. INDEMNIFICATION.**

THE BOARD OF DIRECTORS IS SPECIFICALLY AUTHORIZED TO MAKE PROVISIONS FOR INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIII. BYLAWS.**

**THIS CORPORATION SHALL ADOPT BYLAWS NOT INCONSISTENT WITH THESE ARTICLES OF INCORPORATION, IN THE MANNER PRESCRIBED BY APPLICABLE LAW.**

**ARTICLE XIV. AMENDMENT.**

**THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISIONS CONTAINED IN ITS ARTICLES OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.**

**THE UNDERSIGNED, BEING THE INCORPORATOR OF THIS CORPORATION, HEREBY DECLARES AND CERTIFIES THAT THE FACTS HEREIN STATED ARE TRUE AND CORRECT, AND ACCORDINGLY HAS EXECUTED THESE ARTICLES OF INCORPORATION ON MARCH 3, 2000, TO BE EFFECTIVE FOR ALL PURPOSES AS OF APRIL 1, 2000.**

  
**JAMES E. KAELIN, M.D.**  
**INCORPORATOR**

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

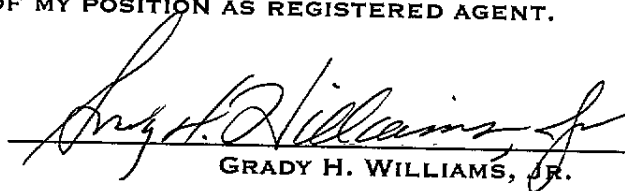
PURSUANT TO SECTIONS 48.091, 607.0501 AND 621.13(1), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

UROLOGY ASSOCIATES OF NORTHEAST FLORIDA, P.A., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION IN THE COUNTY OF CLAY, STATE OF FLORIDA, HAS NAMED AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE:

GRADY H. WILLIAMS, JR.  
1279 KINGSLEY AVENUE  
SUITE 117  
ORANGE PARK, FL 32073

**ACKNOWLEDGMENT:**

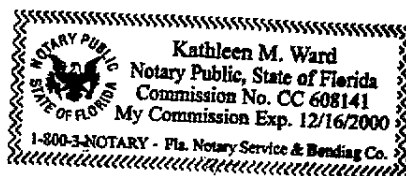
HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF THE ACT. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
GRADY H. WILLIAMS, JR.

STATE OF FLORIDA  
COUNTY OF CLAY

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS DAY OF FEBRUARY, 2000, BY GRADY H. WILLIAMS, JR., WHO IS PERSONALLY KNOWN TO ME.

  
NOTARY PUBLIC



**FILED**  
00 MAR 10 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA