

TRANSMITTAL LETTER
P00000092242

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Revenue Enhancement Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400003409684--8
-09/29/00--01063--002
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: John F. Black
Name (Printed or typed)
1705 Metropolitan Blvd., Suite 102
Address
Tallahassee, Florida 32308
City, State & Zip
(850) 386-9898, Ext. 203
Daytime Telephone number

FILED
SEP 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 29 PM 12:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

SMITH SEP 29 2000

**ARTICLES OF INCORPORATION
OF
REVENUE ENHANCEMENT SERVICES, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be REVENUE ENHANCEMENT SERVICES, INC.

FILED
00 SEP 29 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Purpose

This Corporation shall be organized for the purpose of developing corporate revenue enhancement programs for and providing consulting services to health care entities and shall have all powers relating thereto, and for all other business purposes which are lawful under the laws of the State of Florida and shall have all powers available to effectuate such purpose including powers provided by law.

ARTICLE III

Agent

The registered agent of this Corporation shall be John F. Black. The address of the registered agent shall be 1705 Metropolitan Blvd., Suite 102, Tallahassee, Florida 32308.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial address of the principal office of this Corporation shall be 1705 Metropolitan Blvd., Suite 102, Tallahassee, Florida 32308.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of \$.10 par value common stock.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This corporation shall have no less than one director (1) nor more than seven (7). The number of directors may be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names and addresses of the members of the initial Board of Directors are as follows:

Name

Address

John F. Black

3665 Dwight Davis Drive
Tallahassee, FL 32312

E. Wayne Boatright

151 SW 134th Way #211
Pembroke Pines, FL 33027

Laurie R. Black

3665 Dwight Davis Drive
Tallahassee, FL 32312

ARTICLE IX

Incorporator

The name and address of the Incorporator is: John F. Black, 1705 Metropolitan Blvd., Suite 102, Tallahassee, Florida 32308.

ARTICLE X

Officers

The officers of the Corporation shall be a Chief Executive Officer, President, Secretary-Treasurer and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. Than names and addressees of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
Chief Executive Officer	John F. Black 3665 Dwight Davis Drive Tallahassee, FL 32312
President	E. Wayne Boatright 151 SW 134th Way #211 Pembroke Pines, FL 33027
Secretary-Treasurer	Laurie R. Black 3665 Dwight Davis Drive Tallahassee, FL 32312

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so request, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorney's fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director,

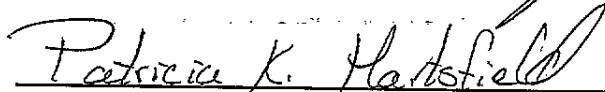
officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 28th day of September, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.


Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgements and administer oaths, personally appeared John F. Black and being first duly sworn and upon his oath, stated that he signed the above Articles of Incorporation for the conditions and purposes therein expressed this 29th day of September, 2000.


NOTARY PUBLIC - STATE OF FLORIDA


PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me ✓



or produced the following identification: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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:

REVENUE ENHANCEMENT SERVICES, INC.

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

John F. Black

(NAME)

1705 Metropolitan Blvd., Suite 102

(ADDRESS - P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308

(CITY/STATE/ZIP)

FILED
00 SEP 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: 

TITLE: Incorporator, John F. Black

DATE: September 28, 2000

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: 

TITLE: Incorporator, John F. Black

DATE: September 28, 2000