

John C. Lovett, Esq.
Katz, Kutter, Haigler, Alderman,
Bryant & Yon, P.A.

Requestor's Name

106 E. College Ave., Suite 1200

Address

Tallahassee, FL 32301

224-9634

City/State/Zip

Phone #

Office Use Only

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

1. Southern Wellness, P.A.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

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<input checked="" 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

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 2, 2000

JOHN C. LOVETT, ESQ
106 E COLLEGE AVE, STE 1200
TALLAHASSEE, FL 32301

SUBJECT: SOUTHER WELLNESS, P.A.
Ref. Number: W00000026321

We have received your document for SOUTHER WELLNESS, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 900A00057029

**ARTICLES OF INCORPORATION
OF
SOUTHERN WELLNESS, P.A.**

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be SOUTHERN WELLNESS, P.A., and the address of the Corporation shall be 1806 Wagon Wheel Circle, Tallahassee, Florida 32311.

ARTICLE II

TERM OF CORPORATION

The corporate existence of the Corporation shall continue perpetually.

ARTICLE III

GENERAL PURPOSES

The Corporation has been organized as a "professional corporation" for the rendition of medical services pursuant to Chapter 621 of the Florida Statutes. The nature of the business of the Corporation shall be to render professional medical services to the public, and, in connection therewith, to perform all acts and provide all services which are normally and customarily performed and provided by doctors of medicine admitted to practice in the State of Florida. It is also intended that the Corporation may conduct and transact any and all business activities to the extent not prohibited to a professional medical services corporation by the Florida Professional Service Corporation Act and other laws,

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rules, and regulations applicable to the Corporation and its professional business.

ARTICLE IV

CAPITAL STOCK

The authorized capital stock of the Corporation shall consist of 1000 shares of Common Stock with no par value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements. No stock shall be issued or transferred to any person who is not licensed as a medical doctor in the State of Florida.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation in the State of Florida is 106 E. College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at such address is John C. Lovett.

ARTICLE VI

BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

The name and street address of the member of the current Board of Directors of the Corporation, who shall hold office until the next annual meeting of the shareholders, and thereafter until her successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Babette J. Mitchell, M.D.	1806 Wagon Wheel Circle Tallahassee, Florida 32311

ARTICLE VII

OFFICERS

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office. The name and address of the current officers are as follows:

<u>Name</u>	<u>Address</u>
Babette J. Mitchell, M.D. President, Secretary, Treasurer	1806 Wagon Wheel Circle Tallahassee, FL 32311

ARTICLES VIII

INCORPORATOR

The name and street address of the original incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Babette J. Mitchell, M.D.	1806 Wagon Wheel Circle Tallahassee, Florida 32311

ARTICLE IX

BYLAWS

Bylaws for the management of the Corporation may be adopted, amended, or repealed only upon the affirmative vote of at least fifty-one percent (51%) of the aggregate voting power of all outstanding shares of the Corporation.

ARTICLE X

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their Notes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholder.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify its Directors and officers to the fullest extent permitted by Florida law.

ARTICLE XII

AMENDMENTS

Subject to the limitations contained within Section 607.184 of the Florida General Corporation Act, these Articles of Incorporation may be amended only upon the affirmative vote of at least fifty-one percent (51%) of the aggregate voting power of all outstanding shares of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of

Incorporation, has executed these Articles of Incorporation this
1st day of November, 2000.

Babette J. Mitchell
BABETTE J. MITCHELL, M.D.

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Babette J. Mitchell, M.D., to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 1st day of November, 2000.



Pamela B. Mueller
MY COMMISSION # CC879995 EXPIRES
December 15, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Pamela B. Mueller
NOTARY PUBLIC
My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

Southern Wellness, P.A., desiring to organize as a corporation under the laws of the State of Florida, has designated 106 E. College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named John C. Lovett, located at said address, as its initial Registered Agent.

By: Babette J. Mitchell
Babette J. Mitchell, M.D.
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

John C. Lovett
John C. Lovett

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