

CCRS,
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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CONTACT: CINDY HICKS

DATE: 11-13-00

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-11/13/00--01037--012
*****78.75 *****78.75

REF. #: 0177

CORP. NAME: Hospitalists of Northwest
Florida, P.A.

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
00 NOV 13 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 9382 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

NOV 13 PM 9:50
SUFFICIENTLY OFFILING
DEPT. OF REVENUE
DIVISION

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

T. SMITH NOV 15 2000

Examiner's Initials

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**ARTICLES OF INCORPORATION
OF
HOSPITALISTS OF NORTHWEST FLORIDA, P.A.
A Florida Professional Services Corporation**

FILED
00 NOV 13 PM 12:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a professional services corporation under the Florida Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation for such professional corporation:

**ARTICLE I
NAME, ADDRESS AND REGISTERED AGENT**

1.1 **Name.** The name of the professional services corporation shall be HOSPITALISTS OF NORTHWEST FLORIDA, P.A. (the "Corporation").

1.2 **Principal Office.** The principal office of the Corporation shall be Baptist Hospital, Attention: Physicians Services, 1000 West Moreno, Pensacola, Florida 32501.

1.3 **Registered Agent and Office.** The street address of the Corporation's initial registered office is 2917 Greystone Drive, Pace, Florida 32571, and the name of its initial statutory agent at such address is Paul Castro, M.D.

**ARTICLE II
DURATION**

2.1 **Duration.** The duration of this Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in the practice of medicine and to conduct any and all lawful activities or business under the laws of the United States of America and State of Florida, provided, however, that professional medical services shall be rendered only through officers, employees, agents, and independent contractors who are duly licensed to practice medicine under the laws of the State of Florida.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment of, attainment of, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Professional Service Corporation and Limited Liability Company Act, otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

ARTICLE IV **INITIAL DIRECTORS**

The Corporation shall be governed by a Board of Directors elected by the shareholders. The initial Board of Directors shall consist of two (2) directors; provided however, the number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the persons who will serve as the initial directors until their earlier resignation, removal, or replacement in accordance with the Bylaws are:

<u>NAME</u>	<u>ADDRESS</u>
Paul Castro, M.D.	2917 Greystone Drive Pace, Florida 32571
Oliver Patrick Archibald, M. D.	711 North Spring Street Pensacola, Florida 32501

ARTICLE V **BYLAWS**

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation.

ARTICLE VI **AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

ARTICLE VII **CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is ten thousand (10,000) shares, having a par value of one cent (\$.01) per share, designated as common stock.


ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE XIX
INCORPORATOR

The name and address of the incorporator is Paul Castro, M.D., 2917 Greystone Drive, Pace, Florida 32571.

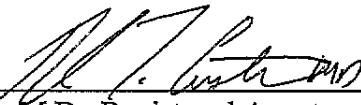
IN WITNESS WHEREOF, I executed these Articles of Incorporation of the 7th day of November, 2000.



Paul Castro, M. D., Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Paul Castro, M.D., Registered Agent

MIA 219734-1.049899.0010

FILED
00 NOV 13 PM 12:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA