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01 MAY 10 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

ANN HILL/SMITH & THOMPSON, P.A.

(Requestor's Name)

3520 Thomasville Road, 4th Floor

(Address)

Tallahassee, Florida 32308 893-4105

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. New Horizons: Women's Medical Group, P.A.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 10 PM 12:47
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <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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*****78.75 *****78.75

J. BRYAN MAY 10 2001

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NEW HORIZONS: WOMEN'S MEDICAL GROUP, P.A.**

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**ARTICLE I
NAME**

The name of the Corporation is **NEW HORIZONS: WOMEN'S MEDICAL GROUP, P.A.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of this Corporation is 4205 Belfort Road, Suite 2004, Jacksonville, Florida 32216.

**ARTICLE III
DURATION**

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSE**

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 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.

**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares of stock which the Corporation shall have authority to issue is 10,000, consisting of one class only, designated as "common stock," and having a par value of one cent (\$0.01), each. Each issued and outstanding share shall be entitled to one vote. The shareholders may, by Bylaw provision, unanimously approved, or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE VI
PREEMPTIVE RIGHTS

No holder of the common stock shall be entitled as a matter of right to subscribe for, purchase or receive any part of any issue of additional stock or shall have any preemptive right to subscribe or purchase the same.

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall have not less than two (2) nor more than five (5) directors, as shall be appointed in accordance with the Bylaws. Upon the filing hereof, the Corporation shall have two (2) directors

ARTICLE VIII
INITIAL DIRECTORS

The name and street address of the initial members of the Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Angela S. Martin, M.D. | 4205 Belfort Road, Suite 2004 Jacksonville, Florida 32216 |
| Joan M. Macksey, M.D. | 4205 Belfort Road, Suite 2004 Jacksonville, Florida 32216 |

ARTICLE IX
LICENSURE REQUIREMENTS

All of the shareholders, directors and officers of the 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 the Corporation becomes legally disqualified to render professional or other personal services, consultation or advice within this state in connection with the practice of medicine, he shall transfer any shares in the Corporation owned by him 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 the 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 X
INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) written statement requesting such advance; (ii) evidence of the expenses incurred; and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance; (ii) evidence of the expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specification by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligation of the Corporation relating thereto.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Name

Address

Stephen G. Prom

50 N. Laura Street, Ste. 3100
Jacksonville, Florida 32202

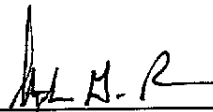
ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1556 Palm Avenue, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Stephen G. Prom.

ARTICLE XIII
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 original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 8 day of May, 2001.

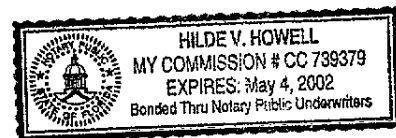


STEPHEN G. PROM, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8 day of May, 2001, by **STEPHEN G. PROM**, who is personally known to me [x] or has [] has produced _____ as identification.


Print Name: Hilde V. Howell
Notary Public
State of Florida At Large
Commission No.: _____
My Commission Expires: _____

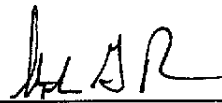


**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That NEW HORIZONS: WOMEN'S MEDICAL GROUP, P.A., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being 50 N. Laura Street, Suite 3100, Jacksonville Florida 32202, County of Duval, State of Florida, has named STEPHEN G. PROM as its registered agent to accept service of process within this state.

Date: May 8, 2001



STEPHEN G. PROM, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said registered office.

Date: May 8, 2001.



STEPHEN G. PROM

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TALLAHASSEE, FLORIDA