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FLORIDA PROFIT CORPORATION OR P.A.

Chris B. Rathburn, M.D., P.A.

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5-14-01

**ARTICLES OF INCORPORATION
OF**

CHRIS B. RATHBURN, M.D., P.A.

The undersigned, acting as incorporator of Chris B. Rathburn, M.D., P.A. under the Florida Business Corporation Act (Florida Statutes, Chapter 607) and the Professional Service Corporation and Limited Liability Company Act (Florida Statutes, Chapter 621), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Chris B. Rathburn, M.D., P.A. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

3627 University Boulevard South, Suite 500
Jacksonville, Florida 32216

ARTICLE III - COMMENCEMENT OF EXISTENCE

The Corporation will exist perpetually, commencing on May 14, 2001, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV - BUSINESS AND PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the Corporation, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed physician under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the

Prepared by G. Ray Driver, Jr.
Florida Bar No. 0044032
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, Florida 32202
(904) 353-2000

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Corporation's shareholders, officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida.

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services.

(c) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE V - CAPITAL STOCK

(a) The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

(b) Each of the shares of the Corporation's common stock, when issued and outstanding, shall be identical in all respects and shall have equal rights and privileges.

(c) Shares of the Corporation's capital stock, and the certificates representing such shares, shall be issued only to professional corporations (as defined in the Professional Service Corporation and Limited Liability Company Act), professional limited liability companies (as defined in the Professional Service Corporation and Limited Liability Company Act), and individuals who are duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated.

ARTICLE VI - DISQUALIFICATION OF SHAREHOLDER, OFFICER, AGENT OR EMPLOYEE

(a) If any shareholder, officer, agent or employee of the Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon such person's continued rendering of such professional services, then, in any such event, such person's employment with, and/or financial interest in, the Corporation immediately and automatically shall cease and terminate forthwith.

(b) The shares of the Corporation's capital stock that represent the equity interest of a shareholder whose interest is terminated because of the application of paragraph (a) of this Article VI thereafter shall not be entitled to voting rights (except as provided hereinafter with respect to liquidation and dissolution or amendment), dividends, options, or stock rights of any kind.

(c) The shares of the Corporation's capital stock that represent the equity interest of a shareholder whose interest is terminated because of the application of paragraph (a) of this Article VI shall forthwith be transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as are authorized or set forth in the Corporation's Bylaws or a shareholders' agreement, if any, to which such shareholder is a party, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the

circumstances (and in any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

(d) If the Corporation only has one shareholder and such shareholder's interest is terminated because of the application of paragraph (a) of this Article VI, the Corporation shall cease all business or professional activity until (i) such shareholder's shares are transferred to a professional corporation (as defined in the Professional Service Corporation and Limited Liability Company Act), a professional limited liability company (as defined in the Professional Service Corporation and Limited Liability Company Act), or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated, (ii) the Corporation is liquidated and dissolved, or (iii) these Articles of Incorporation are amended to reflect a regular business corporation under applicable law, and for those limited purposes set forth in clauses (i) through (iii) only such shareholder shall have voting rights as to his or her shares.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the Corporation's initial registered office, and (ii) names Intrastate Registered Agent Corporation as the Corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation has one (1) director initially. The number of directors may be either increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1). The name of the initial director is Chris B. Rathburn, M.D.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Chris B. Rathburn, M.D.	9247 Wesley Cove Ct. Jacksonville, Florida 32257

ARTICLE X - SHAREHOLDERS' AGREEMENT

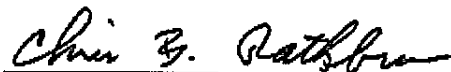
The Corporation's shareholders may enter into a shareholders' agreement, or a similar agreement, providing for the management of the Corporation, the election of the Corporation's officers and directors, and/or certain other matters. Such agreement, if signed by all of the shareholders, shall supersede any provision(s) in these Articles of Incorporation or the Corporation's bylaws that are in conflict therewith.

ARTICLE XI - 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) a 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 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. Absent specific action 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 obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 14th day of May, 2001.



Chris B. Rathburn, M.D., Incorporator

MAY. 18. 2001 9:01AM

HOLLAND & KNIGHT

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ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

Dated: May 14, 2001

By: Donald W. Wallis
Donald W. Wallis, Vice President

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