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June 15, 2002

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

900005936339--1  
-06/24/02--01080--024  
\*\*\*122.50 \*\*\*\*\*78.75

Re: VILLAGE GYNECOLOGY, M.D., P.A.

Gentlemen:

Find enclosed our firm's check in the amount of \$122.50 to cover the following fees of your office:

Filing Charter	\$35.00
Certification of Charter	52.50
Filing Resident Agent Form	35.00

802A-40799

We enclose original and one copy of Articles of Incorporation of this proposed corporation, with executed resident agent form. Please endorse your approval on the copy of the Articles of Incorporation, certify same and return to us, together with acknowledgment of filing of resident agent.

Thank you for your attention to the above.

Very truly yours,

*Linda H. Hutson*

Linda H. Hutson  
Legal Assistant

Enclosures  
(L:\Steepy\StateLet052302.1hh)

02 JUN 24 PM 1:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
VILLAGE GYNECOLOGY, M.D., P.A.

FILED  
02 JUN 24 PM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, licensed or otherwise legally authorized to perform the services of gynecology, in the State of Florida, does hereby form a professional corporation in accordance with Florida Statute §621, and hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL ADDRESS

The name of this corporation is VILLAGE GYNECOLOGY, M.D., P.A. The principal address of the corporation is 1501 U.S. Highway 441 North, Suite 1836, The Villages, Florida 32159.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the 1st day of August, 2002.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

This professional service corporation shall render professional gynecological services to the general public and do all things in connection therewith that are customarily done by licensed gynecology under the laws of the State of Florida, and, in accordance with Florida Statutes §621. Said professional association

may invest its funds in real estate, mortgages, stocks, bonds or any other types of investments and may lease or own real and personal property necessary for the rendering of professional services.

#### ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Seven Thousand Five Hundred (7,500) shares of  
Common Stock having a Nominal or Par Value of  
One Dollar (\$1.00) per share.

#### ARTICLE VI. STOCK LIMITATIONS

No one other than an individual who is duly licensed as a gynecologist under the laws of the State of Florida may own any corporate stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1501 U.S. Highway 441 North, Suite 1836, The Villages, Florida 32159, and the name of the initial registered agent of this corporation at that address is KATHLEEN A. STEEPY, M.D.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one (1) Director at all times. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
KATHLEEN A. STEEPY, M.D.	1501 U.S. Highway 441, North Suite 1836 The Villages, FL 32159

ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
KATHLEEN A. STEEPY, M.D.	1501 U.S. Highway 441, North Suite 1836 The Villages, FL 32159

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

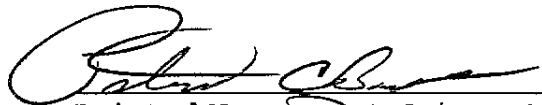
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of June, 2002.

  
\_\_\_\_\_  
KATHLEEN A. STEEPY, M.D.,  
Subscriber

STATE OF MARYLAND  
COUNTY OF HARFORD

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of June, 2002, by KATHLEEN A. STEEPY, M.D., Subscriber to these Articles of Incorporation. Said person did not take an oath and (check one)        is personally known to me, ✓ produced a driver's license (issued by a state of the United States

within the last five (5) years) as identification, or \_\_\_\_\_  
produced other identification, to wit: \_\_\_\_\_  
\_\_\_\_\_



Printed Name: Patrick C. Braham

Notary Public State of MO

Commission Number: \_\_\_\_\_

My Commission Expires: Dec 1, 2003

(L:\Steepy\Articles.1hh)

**FILED**  
02 JUN 24 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA