

P02000125605

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300009157253

RECEIVED
02 NOV 25 PM 4: 07
TALLAHASSEE
FLORIDA

FILED
02 NOV 25 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 833319 4305966

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. Smith

ORDER DATE : November 25, 2002

ORDER TIME : 2:32 PM

ORDER NO. : 833319-005

CUSTOMER NO: 4305966

CUSTOMER: Jan Ezell, Legal Assistant
Alston & Bird, L.l.p.

One Atlantic Center
1201 West Peachtree St.
Atlanta, GA 30309

DOMESTIC FILING

NAME: PALMS OF PASADENA PATHOLOGY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
PALMS OF PASADENA PATHOLOGY, INC.**

ARTICLE I - NAME

The name of the corporation is Palms of Pasadena Pathology, Inc. (hereinafter called the "Corporation").

ARTICLE II – CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE III – PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the principal office of the Corporation is 7289 Garden Road, Suite 200, Riviera Beach, Florida 33404.

ARTICLE IV – INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

James C. New
c/o AmeriPath, Inc.
7289 Garden Road
Suite 200
Riviera Beach, Florida 33404

Brian C. Carr
c/o AmeriPath, Inc.
7289 Garden Road
Suite 200
Riviera Beach, Florida 33404

Gregory A. Marsh
c/o AmeriPath, Inc.
7289 Garden Road
Suite 200
Riviera Beach, Florida 33404

FILED
02 NOV 25 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V – INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Charles Anderson, Jr., Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is hereby amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

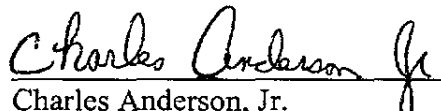
ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of Palms of Pasadena Pathology, Inc. this 22nd day of November, 2002.



Charles Anderson, Jr.
Incorporator

**CONSENT OF REGISTERED AGENT
OF
PALMS OF PASADENA PATHOLOGY, INC.**

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of Palms of Pasadena Pathology, Inc., a Florida corporation, and accepts the obligations provided for in Section 607.0505 of the Florida Business Corporation Act.

CORPORATION SERVICE COMPANY

By: Cynthia L. Harris
Name: **Cynthia L. Harris**
Title: **as its agent**

FILED
02 NOV 25 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA