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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Joseph C. Hemen, M.D., P.A.

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ARTICLES OF INCORPORATION
OF
JOSEPH CAUTHEN, M.D., P.A.

FILED
05 FEB 25 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby adopts the following Articles of Incorporation for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation Act.

ARTICLE I

NAME: The name of the Corporation shall be: JOSEPH CAUTHEN, M.D., P.A.

ARTICLE II

ADDRESS: The initial post office address of the principal office of the Corporation in the State of Florida shall be 6510 NW 9th Blvd., Suite 1, Gainesville, Florida 32605. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

NATURE OF BUSINESS: The general nature of the business to be conducted by said Corporation shall be and is as follows:

(a) To engage in every aspect of the practice of medicine and all its fields or specialization, and to do all things in connection therewith that are customarily done by licensed physicians under the laws of the State of Florida.

(b) To render the professional service involved only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments.

(d) To own real and personal property necessary for the rendering to the public the services hereby authorized.

(e) This corporation shall not engage in any business other than the practice of medicine and the performance of all professional services as may be required to furnish to the general public of the State of Florida complete medical services.

IN GENERAL, and in connection with the foregoing, this corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and none of the clauses contained in this Article shall be in anywise limited and restricted by reference to the terms of any other clauses, objects or purposes set forth in this Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

ARTICLE IV

CAPITAL STOCK: The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time, shall be One Thousand (1,000) shares of common voting stock, having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors, shall be the valuation equivalent to the value of the stock to be issued. Any of such stock may be passed and sold in whole or fractional shares.

ARTICLE V

INITIAL CAPITAL: The amount of the capital with which this Corporation will begin business shall not be less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE VI

EXISTENCE: The Corporation shall have perpetual existence.

ARTICLE VII

DIRECTORS: The initial number of the directors of this Corporation shall be one (1) provided, however, that the number of directors may be changed from time to time to not more than seven (7) in accordance with the Bylaws of the Corporation as shall from time to time be in force and effect, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office until the first annual meeting of the stockholders of the Corporation or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
JOSEPH CAUTHEN, M.D.	6510 NW 9th Blvd., Suite 1 Gainesville, FL 32605

ARTICLE IX

INCORPORATORS: The name and post office address of each incorporator of these Articles of Incorporation and a statement of the number of shares of stock which each has agreed to take and the value of the consideration to be paid therefor is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Joseph Cauthen, M.D.	6510 NW 9 th Blvd. Suite 1 Gainesville, FL 32605	500	\$ 500.00

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation is 6510 NW 9th Blvd., Suite 1, Gainesville, Florida 32605, and the name of the initial registered agent of the Corporation at that address is JOSEPH CAUTHEN, M.D.

ARTICLE XI

ADDITIONAL PROVISIONS: In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this corporation:

(a) The stockholders shall have no preemptive rights with respect to the stock of this corporation. This corporation may issue and sell its capital stock from time to time without offering such shares to the stockholders then holding shares of the capital stock.

(b) Shares of this corporation's capital stock and certificates therefor shall be issued only to active members of the medical profession in good standing and who shall be licensed to practice medicine within the State of Florida.

(c) If any officer, shareholder, agent or employee of this corporation rendering professional services to the public, becomes:

- (1) Legally disqualified to render professional services within this State; or
- (2) Accepts employment that, pursuant to existing law, is a restriction or limitation upon his rendering professional services; or
- (3) Makes an assignment for the benefit of creditors; or
- (4) Files a voluntary petition in bankruptcy, or becomes the subject of an involuntary petition in bankruptcy; or
- (5) Attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person, or in any manner prohibited by law or by these Articles of Incorporation or the Bylaws of this corporation; or
- (6) If any execution is levied upon, or any lien of any kind is imposed upon the shares of stock of any such stockholder; or

- (7) Upon the death or adjudication of incompetency of the stockholder; or
- (8) Upon the voluntary or involuntary severance of a stockholder as an officer, agent or employee of this corporation,

then in any such events, the stockholder's employment with and financial interest in this corporation shall cease forthwith, except to receive payment for such shares of stock in this corporation as are owned by him, and any other amounts that are lawfully due the stockholder by the corporation. The shares of stock of such stockholder in this corporation shall then and thereafter have no voting rights of any kind, shall not be entitled to any dividends or stock rights of any kind which may be declared thereafter by this corporation, and said stock of such stockholder shall be forthwith transferred, sold, pledged or redeemed at such price or value and only in such manner as shall be authorized or as set forth in the Bylaws adopted by the stockholders of this corporation.

(d) No stockholder of this corporation and no personal representative of a deceased or incompetent stockholder may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is duly licensed or otherwise legally authorized within this state to render the same professional service of this corporation and then only after the proposed sale or transfer shall have been first approved in such manner as may from time to time be specified by the Bylaws of the corporation.

(e) This corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of those shares of stock, providing, however, such provisions dealing with the purchase or redemption by the corporation of those shares of stock may not be invoked at a time or in a manner that would impair the capital of this corporation.

(f) The Board of Directors shall have the general management and control of this corporation's business and may exercise the powers of the corporation except such as may be by Statute or any Articles of Incorporation or Amendments thereto, or by the Bylaws as executed from time to time, expressly conferred upon or reserved to the stockholders from time to time.

(g) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by Statute or authorized by the Board of Directors.

(h) The Directors may prescribe a method for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

(i) This corporation shall have such officers as may from time to time be provided by the Bylaws, and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed therein or as may be determined from time to time by the Board of Directors, subject to the Bylaws.

(j) No contract or other transaction between this corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, account or transaction of this corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is or are interested in such contract, account or transaction or in any way connected

with such person, firm, association or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested in anyway; the directors, when so interested, shall be accounted for as present at the Board of Directors meetings. They may vote in such meeting as fully and with the same effect as if not so interested.

ARTICLE XIV

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal this 23RD day of February, 2005, for the purpose of forming this professional corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Joseph Cauthen
JOSEPH CAUTHEN M.D.

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23RD day of FEBRUARY, 2005, by JOSEPH CAUTHEN, M.D.



Bonnie R. Robison
My Commission DD213845
Expires June 03, 2007

Bonnie R. Robison
NOTARY PUBLIC
Printed Name: BONNIE R. ROBISON
Commission No.: DD213845

Personally known ✓ OR Produced Identification _____

Type of Identification Produced: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, Florida Statutes:

JOSEPH CAUTHEN, M.D., P.A., a Corporation organized under the laws of the State of Florida with its principal office at:

6510 NW 9th Blvd., Suite 1, Gainesville, Florida 32605, has named JOSEPH CAUTHEN, M.D., located at 6510 NW 9th Blvd., Suite 1, Gainesville, Florida 32605, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

<u>NAME & TITLE</u>	<u>ADDRESS</u>
JOSEPH CAUTHEN, M.D. President	6510 NW 9th Blvd., Suite 1 Gainesville, FL 32605
JOSEPH CAUTHEN, M.D. Secretary/Treasurer	6510 NW 9th Blvd., Suite 1 Gainesville, FL 32605

NEWLY APPOINTED DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH CAUTHEN, M.D.	6510 NW 9th Blvd., Suite 1 Gainesville, FL 32605

Joseph C Cauthen
Corporate Officer

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.

Joseph C Cauthen
JOSEPH CAUTHEN, M.D.,
Registered Agent

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TALLAHASSEE, FLORIDA