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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PHYSICIANS HEALTH CHOICE OF FLORIDA, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JOHN L. BRENNAN III
Name (Printed or typed)

GALLOWAY, BRENNAN & BILLMEYER, P.A. 240 EAST 5TH AVE
Address

TALLAHASSEE, FL 32303
City, State & Zip

(850) 224-0141
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PHYSICIANS HEALTH CHOICE OF FLORIDA, INC.**

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The undersigned incorporators of this Corporation under Chapter 607, Florida Statutes, as amended, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Physicians Health Choice of Florida, Inc.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

The initial principal office shall be 8637 Fredericksburg Road, Suite 400, San Antonio, Texas 78240, and the initial mailing address shall be the same.

ARTICLE IV

The general nature of the business to be conducted by this Corporation is to operate and administer a health maintenance organization, to provide health services for persons who subscribe to the plan, and to engage in any other activity or business permitted under the Laws of the United States and Florida.

ARTICLE V

The maximum number of shares which this Corporation is authorized to issue is 100,000 shares of common stock having par value of \$.01 per share. Each share of issued common stock shall entitle the owner thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the Corporation upon liquidation or dissolution. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as it may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE VI

The street address of the initial registered office of this Corporation shall be 2731 Executive Park Drive, Suite 4, Weston, Florida 33331, and the initial registered agent of this Corporation at such office shall be NRAI Services, Inc.

ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time in accordance with the provisions of the Corporation's by-laws, but in no case shall the number of directors be less than one.

ARTICLE VIII

The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
George M. Rapier, III, M.D.	8637 Fredericksburg Road Suite 400 San Antonio, Texas 78240
Bryan D. Grundhoefer	8637 Fredericksburg Road Suite 360 San Antonio, Texas 78240

ARTICLE IX

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

<u>Name</u>	<u>Address</u>
Bryan D. Grundhoefer	8637 Fredericksburg Road Suite 360 San Antonio, Texas 78240

ARTICLE X

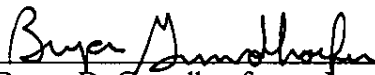
The initial Board of Directors shall adopt initial bylaws for the Corporation. Thereafter, the power to alter, amend, or repeal bylaws of this Corporation shall be vested in its shareholders or its Board of Directors, as prescribed by the bylaws of the Corporation.

ARTICLE XI

These Articles of Incorporation may be amended, ratified, or rescinded by a two-thirds (2/3) or greater vote of the Directors present and voting at any regular or special meeting of the Board of Directors called for that purpose.

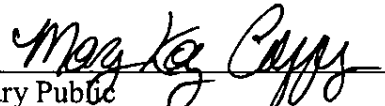
ARTICLE XII

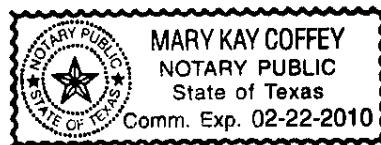
In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested in or is a director, member, or officer of any such other corporation, firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person, firm, association, partnership or corporation pecuniarily or otherwise interested therein. Any director with interests set forth above may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he or she were not so interested.


Bryan D. Grundhoefer, as Incorporator

STATE OF TEXAS
COUNTY OF TRAVIS

The foregoing Articles of Incorporation of Physicians Health Choice of Florida, Inc. were acknowledged before me this 29th day of November, 2007, by Bryan D. Grundhoefer as Incorporator, who is personally known to me or produced a driver's license as identification.


Notary Public
My Commission Expires: 2-22-10



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Physicians Health Choice of Florida, Inc. at the place designated in the foregoing Articles of Incorporation, I, NRAI Services, Inc., am familiar with and accept the appointment as registered agent and agree to act in this capacity.

NRAI Services, Inc

Date: 11/29/2007

By: Christ Eubanks

Christian Eubanks, Assistant Secretary

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