

P08000016793

FEB-17-2008 10:47 AM GRAYROBINSON 407 418 6554 P.1/06

MODEM TRANSMISSION START FEB-17-2008 13:37 END FEB-17-2008 13:39
FILE NO. 0222

STN NO. COM ABBR NO. STATION NAME/TEL. NO. PAGES DURATION
001 OK 98526176381 005/005 00:01:38"

-GRAYROBINSON

407 418 6554

Division of Corporations

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 FEB 19 P 2:54

FILED

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000038590 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : GRAYROBINSON, P.A. - ORLANDO
Account Number : I20010000078
Phone : (407) 843-8880
Fax Number : (407) 244-5690

TO: LORIA POOLE [re: Rejected filing]

FLORIDA PROFIT/NON PROFIT CORPORATION

MUNROE HEALTH VENTURES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

*
6 (see rejected filing letter from you)

Electronic Filing Menu

Corporate Filing Menu

Help FFR 15 2008

D. A. WHITE

FEB-14-2008 14:59

GRAYROBINSON

407 418 6554 P.02/06

850-617-6381

2/14/2008 2:08 PAGE 001/001 Florida Dept of State



February 14, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAYROBINSON, P.A. - ORLANDO

SUBJECT: MUNROE HEALTH VENTURES, INC.
REF: W08000008049

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Page 2 is black out completely. {}{}{}{}

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000038590
Letter Number: 608A00009696

P.O BOX 6327 - Tallahassee, Florida 32314

Received Time Feb. 14. 2:12PM

H080000385903
FILED

**ARTICLES OF INCORPORATION
OF
MUNROE HEALTH VENTURES, INC.**

2008 FEB 14 P 2: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for and on behalf of MUNROE HEALTH VENTURES, INC., a Florida corporation (the "corporation"), hereby executes these Articles of Incorporation of the corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MUNROE HEALTH VENTURES, INC.

ARTICLE II - PHYSICAL AND MAILING ADDRESSES

The physical address of the corporation is c/o Rich Mutarelli, EVP/CFO, 1500 S.W. 1st Avenue, Ocala, Florida 34471. The mailing address of the corporation is c/o Rich Mutarelli, EVP/CFO, P.O. Box 6000, Ocala, Florida 34478.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this corporation at that address shall be:

William A. Boyles, Esq.

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall initially have at three (3) directors. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a shareholders agreement between this corporation and its shareholders, if there is more than one shareholder, setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended only by the Shareholders.

ARTICLE XI - INCORPORATOR

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

Name

Address

William A. Boyles, Esq.

East Pine Street, Suite 1400
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand, this 13th day of February, 2008.


William A. Boyles, Esq.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of February, 2008, by William A. Boyles, Esq.



AFFIX NOTARY STAMP

Signature of Notary Public

Peter R. Law
(Print Notary Name)
My Commission Expires: 2/12/2010
Commission No.: DD 505676

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of MUNROE HEALTH VENTURES, INC., I hereby accept and agree to act in this capacity.

Dated: 2/13/08

William A. Boyles, Esq.
William A. Boyles, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 FEB 14 P 2:54

FILED