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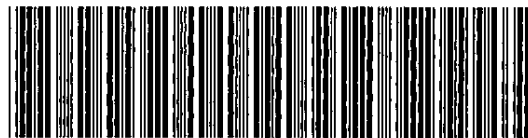
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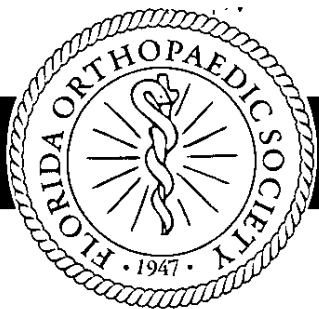


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# FLORIDA ORTHOPAEDIC SOCIETY

17503 Mallard Court • Lutz, Florida 33559

Phone: (813) 948-8660 • Fax: (813) 949-8994

www.fos-society.com • e-mail: fcobbe@cobbemanagement.com

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President

**Patrick Hutton, MD, MBA**  
1<sup>st</sup> Vice President

**Andrew Wong, M.D.**  
2<sup>nd</sup> Vice President

**Adam Bright, M.D.**  
Secretary-Treasurer

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Andrew Borom, M.D.  
George Canizares, M.D.  
David Chandler, M.D.  
Cary Chapman, M.D.  
Douglas Dew, M.D.  
Mark Fahey, M.D.  
Julio Gonzalez, M.D.  
Stanley Kupiszewski, M.D.  
Carlos Lavernia, M.D.  
John Nordt, M.D.  
Claude Sagi, M.D.  
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Arthur Walling, M.D.  
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Raymond Woo, M.D.  
Brian Ziegler, M.D.

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*Budget & Finance*

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*FOPAC*

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John Nordt, M.D.  
Charles Price, M.D.  
*Program Committee*

Douglas Dew, M.D.  
*Representative to FMA*  
*Specialty Society Section*

Fraser C.A. Cobbe

October 2, 2008

*Via Regular U.S. Mail*

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

**Re: Filing of For-Profit Articles of Incorporation for  
Florida Orthopaedic Risk Purchasing Group, Inc.**

Dear Department of State:

Please find enclosed an executed copy of the Articles of Incorporation of **Florida Orthopaedic Risk Purchasing Group, Inc.** for filing with the Florida Department of State, Division of Corporations. Also, please find enclosed a check in the amount of \$78.75 made payable to the "Department of State" for the filing fee and one certified copy of the Articles of Incorporation. Please send the certified articles and any correspondence to the name and address in the letter head above.

Thank you for your assistance in this matter.

Sincerely,

Fraser Cobbe

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# **Articles of Incorporation of Florida Orthopaedic Risk Purchasing Group, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

## **ARTICLE I**

### **Name**

The name of the corporation is Florida Orthopaedic Risk Purchasing Group, Inc. (the "**Corporation**").

## **ARTICLE II**

### **Principal Office**

The mailing address and address of the initial principal office of the Corporation is 17503 Mallard Court, Lutz, Florida 33559.

## **ARTICLE III**

### **Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Florida Department of State within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Florida Department of State.

## **ARTICLE IV**

### **Purpose**

The purpose for which the Corporation is formed and shall be is to provide or arrange for the provision of medical professional liability and other insurance for duly licensed health care professionals. This Corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or Country to engage in any business not prohibited by the Florida Corporation Act. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

## **ARTICLE V**

### **Directors**

**Section 6.1. Number.** This Corporation shall have thirteen (13) directors initially. The number of directors may be increased or diminished from time to time by the bylaws. The composition of the board of directors and manner of selection of directors shall be as provided in the bylaws.

**Section 6.2. Initial Directors.** The name and street address of the members of the first board of directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Brian Ziegler, M.D.	17503 Mallard Court, Lutz, FL 33559
Warren Grossman, M.D.	17503 Mallard Court, Lutz, FL 33559
Alan Routman, M.D.	17503 Mallard Court, Lutz, FL 33559
Mark Fahey, M.D.	17503 Mallard Court, Lutz, FL 33559
Brett Bolhofner, M.D.	17503 Mallard Court, Lutz, FL 33559
Patrick Hutton, M.D., M.B.A.	17503 Mallard Court, Lutz, FL 33559
Michael Suk, M.D., J.D., MPH.	17503 Mallard Court, Lutz, FL 33559
Adam Bright, M.D.	17503 Mallard Court, Lutz, FL 33559
Martin Shipman	17503 Mallard Court, Lutz, FL 33559
Debra Mitchell	17503 Mallard Court, Lutz, FL 33559
April DeSimone	17503 Mallard Court, Lutz, FL 33559
Patti Wolf	17503 Mallard Court, Lutz, FL 33559
Fraser Cobbe	17503 Mallard Court, Lutz, FL 33559

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VI**

### **Bylaws**

The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VII**  
**Capital Stock**

**Section 7.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares having no par value.

**Section 7.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.


**ARTICLE VIII**  
**Incorporator**

The name of the Incorporator of the Corporation is Fraser Cobbe, and the address of said Incorporator is 17503 Mallard Court, Lutz, Florida 33559.

**ARTICLE IX**  
**Initial Registered Office and Agent**


As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Florida Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is Fraser Cobbe at 17503 Mallard Court, Lutz, Florida 33559.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 2<sup>nd</sup> day of October, 2008.

  
Fraser Cobbe, Incorporator

**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

The undersigned, Fraser Cobbe, hereby accepts appointment as the initial registered agent of Florida Orthopaedic Risk Purchasing Group, Inc., as set forth in the foregoing Articles of Incorporation.

  
Fraser Cobbe

Dated: October 2, 2008