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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
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Florida Obstetric And Gynecologic

Society Risk Purchasing Group, Inc.

Signature \_\_\_\_\_

Requested by: SETH

08/31/12

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
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\_\_\_\_ Fictitious Name File \_\_\_\_\_  
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\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
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\_\_\_\_ Corp Record Search \_\_\_\_\_  
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\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
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\_\_\_\_ UCC 11 Search \_\_\_\_\_  
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TALLAHASSEE, FLORIDA

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**Articles of Incorporation  
of  
FLORIDA OBSTETRIC AND GYNECOLOGIC SOCIETY 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 Obstetric and Gynecologic Society Risk Purchasing Group, Inc. (the "**Corporation**").

**ARTICLE II**

**Principal Office**

The mailing address and address of the initial principal office of the Corporation is 6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216.

**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.

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## ARTICLE V

### Directors

**Section 6.1. Number.** This Corporation shall have no more than nine (9) 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:

#### Name

#### Address

Robert Yelverton, MD	6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216
Guy Benrubi, MD	6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216
Karen Harris, MD	6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216
Shelly Holmstrom, MD	6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216

**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 1,000 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 Christopher R. Seymour, and the address of said Incorporator is 6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216.

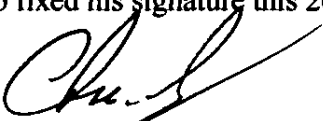
**ARTICLE IX**  
**Initial Registered Office and Agent**

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 Christopher R. Seymour at 6816 Southpoint Parkway, Suite 1000, Jacksonville, Florida 32216.

**ARTICLE X**  
**Indemnification**


The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to such person's action in such person's official capacity while holding such office, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 20 day of August, 2012.

  
\_\_\_\_\_  
Christopher R. Seymour, Incorporator

**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

The undersigned, Christopher R. Seymour, hereby accepts appointment as the initial registered agent of Florida Obstetric and Gynecologic Society Risk Purchasing Group, Inc. as set forth in the foregoing Articles of Incorporation.

  
\_\_\_\_\_  
Christopher R. Seymour

Dated: August 20, 2012

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