

Oct. 11. 2012 10:01AM  
Division of Corporations

Gray Robinson

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Physician Health Partners at Munroe Regional Medical Center, Inc.

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**ARTICLES OF INCORPORATION  
OF  
PHYSICIAN HEALTH PARTNERS  
AT MUNROE REGIONAL MEDICAL CENTER, INC.**

THE UNDERSIGNED, for and on behalf of PHYSICIAN HEALTH PARTNERS AT MUNROE REGIONAL MEDICAL CENTER, 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 PHYSICIAN HEALTH PARTNERS AT MUNROE REGIONAL MEDICAL CENTER, INC.

**ARTICLE II - PHYSICAL AND MAILING ADDRESSES**

The physical address of the corporation is c/o Richard D. Mutarelli, EVP/CFO, 1500 S.W. 1<sup>st</sup> Avenue, Ocala, Florida 34471. The mailing address of the corporation is c/o Richard D. 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 1,000 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:

c/o GrayRobinson, P.A.  
301 East Pine Street, Suite 1400  
Orlando, Florida 32801

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

Troy A. Kishbaugh, Esq.

ARTICLE VII - BOARD OF DIRECTORS

A. This corporation shall initially have five (5) directors. Four (4) of the initial directors will be medical staff physicians and one (1) will be an executive staff member of Munroe Regional Health System, Inc. d/b/a Munroe Regional Medical Center. 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. Directors shall be elected and serve such terms as provided in the Bylaws of this corporation.

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 and the manner for their election and removal 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 - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE XII - INCORPORATOR

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

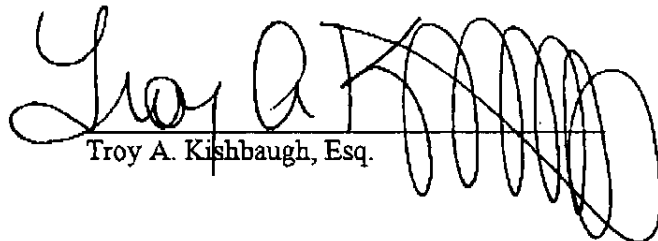
Name

Address

Troy A. Kishbaugh, Esq.

c/o GrayRobinson, P.A.  
East Pine Street, Suite 1400  
Orlando, Florida 32801

11<sup>th</sup> IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand, this day of October, 2012.


  
Troy A. Kishbaugh, Esq.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of October, 2012, by Troy A. Kishbaugh, Esq.



AFFIX NOTARY STAMP

  
Signature of Notary Public

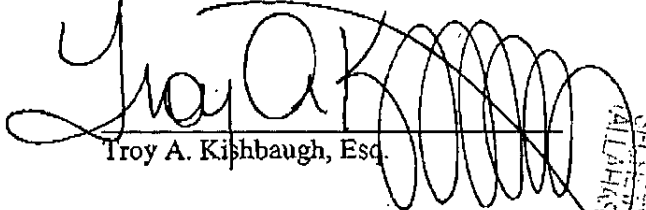
Peter R. Law  
(Print Notary Name)  
My Commission Expires: 2/12/2014  
Commission No.: DD 953106

☒ 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 PHYSICIAN HEALTH PARTNERS AT MUNROE REGIONAL MEDICAL CENTER, INC., I hereby accept and agree to act in this capacity.

Dated: 10/11/12

  
Troy A. Kishbaugh, Esq.

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TALLAHASSEE, FLORIDA

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