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FLORIDA PROFIT/NON PROFIT CORPORATION
primeOBGYN, P.A.

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October 25, 2012

BAKER & HOSTETLER LLP *****3RD FAX

SUBJECT: PRIMEOBGYN, P.A.
REF: W12000054163

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

The Articles of Incorporation must be in numeric order; there seems to be a beginning "set" of Articles number I thru IV; then the numbering begins again with a new Article I.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

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Becky McKnight FAX Aud. #: E12000254866
Regulatory Specialist II Supervisor Letter Number: 412A00025996
New Filing Section

ARTICLES OF INCORPORATION

OF

PrimeOBGYN, P.A.

THE UNDERSIGNED, President of PrimeOBGYN, P.A., a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Incorporation of the Corporation:

ARTICLE I - AUTHORITY

The Articles of Incorporation of the Corporation reflected herein were duly adopted by the Directors and Shareholders of the Corporation by Unanimous Written Consent executed on October 16, 2012, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

ARTICLE II - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE III - NAME OF CORPORATION

The name of this Corporation shall be PrimeOBGYN, P.A.

ARTICLE IV - ADDRESS

The principal and mailing address of the Corporation is 773 Terra Place, Maitland, Florida 32751

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine or Doctor of Osteopathy duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

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C. the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - CAPITAL STOCK

A. The authorized capital stock of this Corporation and the maximum number of shares of 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; said stock consisting of 5,000 shares of Class A common stock and 5,000 shares of Class B common stock. The characteristics of each class of common stock shall be as follows:

The Class A common stock shall be voting stock and the holders thereof shall be entitled to vote on all issues upon which the shareholders are entitled to vote. The Class B common stock shall be non-voting stock and the holders thereof shall not be entitled to vote on any issue.

The Class B non-voting common stock shall automatically convert to Class A voting common stock at such time as all shareholders holding voting shares have been paid: (i) all amounts due for such shareholders' stock in the Corporation (whether voting or non-voting), pursuant to the Shareholders' Agreement (as hereinafter defined); and (ii) all amounts due such shareholders pursuant to such shareholders' Employment Agreements with the Corporation.

Except as hereinabove provided, the rights and privileges of each class of stock shall be identical as to dividends and other rights, powers and privileges.

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 non-assessable, 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 VII - DURATION

This Corporation shall exist perpetually.

ARTICLE VIII - INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mathew R. Mervis, M.D.	773 Terra Place Maitland, Florida 32751

ARTICLE IX - REGISTERED OFFICE AND AGENT

The address of the registered office of this Corporation shall be:

200 South Orange Avenue, Suite 2300
Orlando, Florida 32801

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

David L. Schick

ARTICLE X - BOARD OF DIRECTORS

A. Only voting Shareholders of this Corporation shall be eligible to be directors of this Corporation. At each election for directors every Shareholder entitled to vote at such election shall have the right to vote, in person, the number of voting shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

B. This Corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At each annual meeting, the voting Shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

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 affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the voting Shareholders.

E. At a meeting of voting 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 shares then entitled to vote at an election of directors, and only if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

F. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Stock Purchase and Shareholders' Agreement between this Corporation and this Corporation's Shareholders (a "Shareholders' Agreement"), by contract or by law, a majority of the number of directors shall constitute a quorum for the transaction of business. The act of at least a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

ARTICLE XI - SHAREHOLDERS

A. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine or Doctor of Osteopathy under the laws of the State of Florida.

B. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, a majority of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of voting Shareholders. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, when a specified item of business is required to be voted on by a class or series of voting stock, a majority of all voting shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

C. If a quorum is present, the affirmative vote of at least a majority of the voting shares represented at the meeting and entitled to vote on the subject matter shall be the act of the voting Shareholders, unless otherwise provided by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

D. Each outstanding share of voting stock shall be entitled to one vote on each matter submitted to a vote at a meeting of voting Shareholders.

E. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

ARTICLE XII - 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 such Shareholder's shares, or any or all of its shares owned and held by a Shareholder who dies, all in accordance with the Bylaws adopted by the Shareholders of this Corporation, or a Shareholders' agreement between this Corporation and its Shareholders setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII - AMENDMENT

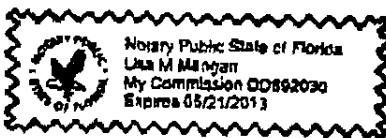
These Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16 day of October, 2012.



Matthew R. Mervis, M.D., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 16th day of October, 2012, by Matthew R. Mervis, M.D.



AFFIX NOTARY STAMP


Signature of Notary Public

LISA M MANGANO
(Print Notary Name)
My Commission Expires: 05/21/2013
Commission No.: DD 89,2030

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


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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of PrimeOBGYN, P.A., I hereby accept and agree to act in this capacity.



David L. Schick

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