

P13000006/853

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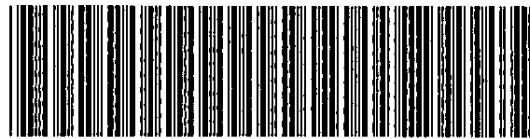
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13 JUL 22 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

14

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee,
& Certified Copy	Certified Copy
	& Certificate of
	Status
ADDITIONAL COPY REQUIRED	

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
HUMPHRIES EMERGENCY MEDICINE SOLUTIONS, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a professional corporation under Florida's Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - Name

HUMPHRIES EMERGENCY MEDICINE SOLUTIONS, P.A.

ARTICLE II - Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Office

1740 HORIZON COURT
FLEMING ISLAND, FLORIDA 32003

Mailing Address

1740 HORIZON COURT
FLEMING ISLAND, FLORIDA 32003

ARTICLE III - Purpose

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of medicine within the State of Florida, and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation,

or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation and Limited Liability Company Act, as presently enacted and as may be amended or superseded by any other statute.

ARTICLE IV - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

The corporation is authorized to issue only one class of shares of stock. The aggregate number of shares that the corporation is authorized to issue is 1,000 shares. The aggregate par value of the shares is One Thousand Dollars (\$1,000.00), and the par value of each share is \$1.00. No distinction shall exist between the shares of the corporation or between the holders of such shares.

No share of stock of this Corporation shall be issued or transferred to any person who is not a physician, duly licensed to practice medicine in the State of Florida.

ARTICLE V - DIRECTORS & OFFICERS

The initial Board of Directors shall consist of one member. The name and address of the Board of Directors is:

Name:
Jerry Franklin Humphries, M.D.

Address:
1740 Horizon Court
Fleming Island, Florida 32003

The initial Officers shall consist of one officer. The name and address of the officer is:

Name:
Jerry Franklin Humphries, M.D.

Address:
1740 Horizon Court
Fleming Island, Florida 32003

ARTICLE VI - Initial Registered Agent and Address

The name and address of the initial registered agent is:

John F. Tolson, Jr.
462 Kingsley Avenue, Suite 101
Orange Park, FL 32073

ARTICLE VII - Incorporator

The name and address of the initial incorporator to these Articles of Incorporation is:

Jerry Franklin Humphries, M.D.
1740 Horizon Court
Fleming Island, Florida 32003

ARTICLE VIII - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the directors. By-Laws may be adopted, altered, amended or replaced from time to time by either the shareholders or the Board of Directors, but the Board of Director shall not alter, amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each officer and Director, including former officers and directors, to the full extent permitted by law including but not limited to Florida Statute Section 607.0850.

ARTICLES OF INCORPORATION

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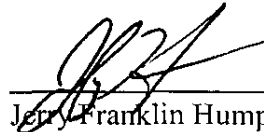
ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders reserve the right to amend, alter or repeal any provision contained herein in the manner now or hereafter prescribed by statute and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE & DURATION

In accordance with Section 607.0203, Florida Statutes the date when corporate existence shall commence when filed with Florida Secretary of State, The Division of Corporation. This Corporation shall exist perpetually

The undersigned has executed these Articles of Incorporation this 17th day of July, 2013.



Jerry Franklin Humphries, M.D.
Incorporator

ARTICLES OF INCORPORATION

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

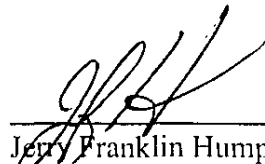
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is:

HUMPHRIES EMERGENCY MEDICINE SOLUTIONS, P.A.

2. The name and address of the Registered Agent and office is:

John F. Tolson, Jr.
462 Kingsley Ave., Suite 101
Orange Park, FL 32073

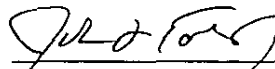


Jerry Franklin Humphries, M.D.

Title: Incorporator

Date: July 17th, 2013

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



John F. Tolson, Jr.

Date: July 17th, 2013