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## FLORIDA PROFIT/NON PROFIT CORPORATION

Craig B. Morgenthal, M.D., P.A.

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**ARTICLES OF INCORPORATION**  
**OF**  
**CRAIG B. MORGENTHAU, M.D., P.A.**

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

**Article I**  
**Name, Duration and Purpose**

The name of this corporation is Craig B. Morgenthal, M.D., P.A. The duration of the corporation is perpetual. The general purpose for which this professional association is organized shall be (i) to render healthcare services to the general public, and to do all things in connection therewith that are customarily done by medical doctors under the laws of the State of Florida and (ii) in furtherance of its corporate purposes, the professional association shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation Act.

**Article II**  
**Effective Date**

The effective date upon which this corporation shall come into existence shall be January 2014.

**Article III**  
**Principal Office**

The address of the principal office and mailing address of the corporation in the State of Florida is 836 Prudential Drive, #1001, Jacksonville, Florida 32207.

**Article IV**  
**Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

**Article V**  
**Registered Office and Agent**

The street address of the registered office of this corporation is 836 Prudential Drive, #1001, Jacksonville, Florida 32207 and the name of the registered agent of this corporation at that address is Craig B. Morgenthal, M.D.

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**Article VI**  
**Directors**

1. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

2. The name and street address of the sole member of the Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Craig B. Morgenthal, M.D.	836 Prudential Drive, #1001 Jacksonville, Florida 32207

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

**Article VII**  
**Bylaws**

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

**Article VIII**  
**Incorporator**

The name and street address of the incorporator of this corporation is Craig B. Morgenthal, M.D.

**Article IX**  
**Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 16 day of December, 2013.

  
\_\_\_\_\_  
Craig B. Morgenthal, M.D., Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Craig B. Morgenthal, M.D., P.A. desiring to organize or qualify under the laws of the State of Florida hereby designates Craig B. Morgenthal, M.D. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 836 Prudential Drive, #1001, Jacksonville, Florida 32207.


December 16, 2013



Craig B. Morgenthal, M.D., President

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

December 16, 2013



Craig B. Morgenthal, M.D., Registered Agent

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