

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Hibiscus Women's Center, P.A.

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**ARTICLES OF INCORPORATION
OF HIBISCUS WOMEN'S CENTER, P.A.**

The undersigned incorporator, a natural person competent to contract and a Doctor of Obstetrics/Gynecology duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation is HIBISCUS WOMEN'S CENTER, P.A. The principal office and mailing address for this corporation is 330 E. Hibiscus Boulevard, Melbourne, Florida 32901.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To engage in every phase and aspect of the business of providing the same professional services to the public that a Doctor of Obstetrics/Gynecology duly licensed under the laws of the State of Florida is authorized to render, which services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice obstetrics/gynecology.

B. It is intended that this corporation have the power to conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having no par value (\$-0-) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial street address of the registered office of this corporation in the State of Florida is 420 S. Orange Avenue, Suite 700, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Dean Mead Services, I.L.C. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - TERM OF EXISTENCE

This corporation will exist perpetually unless dissolved according to law.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation is two (2).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors.
- C. The following are the names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified:

<u>Name</u>	<u>Street Address</u>
Rebecca Wagaman, M.D.	330 E. Hibiscus Boulevard Melbourne, FL 32901
Mary Lynn Perry, D.O.	330 E. Hibiscus Boulevard Melbourne, FL 32901

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D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director will be an obstetrician/gynecologist duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation, who is a Doctor of Obstetrics/Gynecology duly licensed to render services as such under the laws of the State of Florida, is Rebecca Wagaman, M.D., 330 E. Hibiscus Boulevard, Melbourne, Florida 32901.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Obstetrics/Gynecology under the laws of the State of Florida. No shareholder of this corporation may sell or transfer her shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of her shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE X - ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of
August, 2016.

*Under penalties of perjury I declare that I have read the foregoing and know the contents
thereof and that the facts stated herein are true and correct.*

Rebecca Wagaman MD
Rebecca Wagaman, M.D.

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above mentioned corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth, Capouano
& Bozarth, P.A.

By: Claudia H. Jones
Claudia H. Jones, Vice President

Date: August 11, 2016

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