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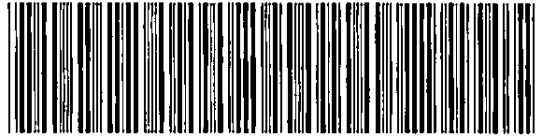
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 MAY 13 AM 11:34

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05/14/19--01001--002 \*\*195.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

19 MAY 13 PM 3:35

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MAY 14 2019

K Brumbley

# SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 5/13/2019

**\*\*WALK IN\*\***

ENTITY NAME MCRG Holding Company, Inc.

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXX \_\_\_\_\_

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED 70

CHECK # 6118

Please call Tina at the above number for any issues or concerns. *Thank you so much!*

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2019 MAY 13 AM 11:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MCRG HOLDING COMPANY, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is MCRG Holding Company, Inc. (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 20 West Kaley Street, Orlando, Florida 32806.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in Florida is, and the Corporation's registered agent at the registered office is:

Wei-Shen Chin, M.D.  
20 West Kaley Street  
Orlando, Florida 32806

**ARTICLE IV**

**PURPOSES**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any and all lawful acts or activities for which corporations may be organized under the Florida Business Corporations Act as now or hereafter in force.

**ARTICLE V**

**CAPITALIZATION**

The Corporation shall have authority, acting by its board of directors, to issue two thousand (2,000) shares of Common Stock, \$1.00 par value per share.

## **ARTICLE VI**

### **INCORPORATOR**

The name of the incorporator of the Corporation is E. Brent Hill and his address is 511 Union Street, Suite 2700, Nashville, Tennessee 37219.

## **ARTICLE VII**

### **LIMITATION ON PERSONAL LIABILITY OF DIRECTORS**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 607.0831 of the Florida Business Corporations Act (or the corresponding provision of any successor act or law); and for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporations Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers or expanding such liability, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, as so amended. Any repeal or modification of the provisions of this Article VII by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE VIII**

### **INDEMNIFICATION**

(a) The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnitee"). The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the fullest extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(b) Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee (1) in any proceeding by the Corporation against such indemnitee; (2) in the event the board of directors determines that indemnification is not available under the circumstances because the officer or director has not met the standard of conduct set forth in Section 607.0850 of the Florida Business

Corporations Act; or (3) if a judgment or other final adjudication adverse to the indemnitee establishes his liability (i) for any breach of the duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 607.0831 of the Florida Business Corporations Act.

## ARTICLE IX

### AMENDMENTS

The bylaws of the Corporation may be amended, modified, or repealed by a resolution adopted by the board of directors or shareholders of the Corporation, subject to any provision of law then applicable. The Corporation reserves the right to amend modify, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred in these Articles of Incorporation on the shareholders of the Corporation are granted subject to this reservation.

Notwithstanding any of the provisions of these Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of the Corporation) the affirmative vote of the holders of at least two-thirds of the voting power of the Corporation shall be required to repeal or amend this Article IX or to repeal, amend or adopt any provision inconsistent with Articles V, VII or VIII.

Dated: May 10, 2019.



E. Brent Hill  
Incorporator