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**DATE: 10/22/20**

**NAME: ST. LUCY'S ASC HOLDING INC**

**TYPE OF FILING: ARTICLES**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*A Hodge*

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**ARTICLES OF INCORPORATION**  
**OF**  
**ST. LUCY'S ASC HOLDING, INC.**

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**ARTICLE I**

The name of the corporation shall be St. Lucy's ASC Holding, Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is 21275 Olean Blvd., Port Charlotte, Florida 33952.

**ARTICLE IV**

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is ten thousand (10,000), all of which shall be common stock, with no par value.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such office is NRAI Services, Inc.

**ARTICLE VI**

A director or officer 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 or officer, except for liability (i) for any breach of the director's or officer'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 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

#### **ARTICLE VII**

The name of the Incorporator is Michael Femicola, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, FL 33301.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of October, 2020.

/s/Michael Femicola  
Michael Femicola, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for **ST. LUCY'S ASC HOLDING, INC.**, at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505

**NRAI Services, Inc.**

By: /s/ Jennifer Parks  
Name: Jennifer Parks  
Title: Assistant Secretary

Dated: October 21, 2020

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