

LAW OFFICES OF  
J. JEROME MILLER

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Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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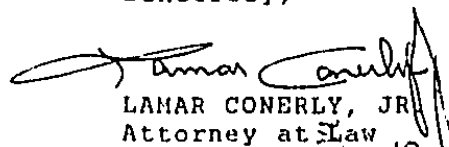
Re: Nephrology Associates of Northwest Florida, P.A.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.


Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
LAMAR CONERLY, JR.  
Attorney at Law

LC:ejj

enc: as stated



Spec. No. 3

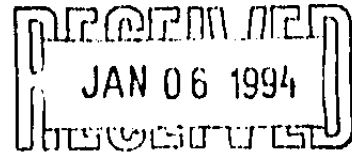
Dec. 12/30

1295-B4

FILED  
55 JAN 17 PM 2:58  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State



January 3, 1995

LAMAR CONERLY, JR.  
J. JEROME MILLER, ESQ.  
415 MOUNTAIN DRIVE SUITE 3  
DESTIN, FL 322

SUBJECT: NEPHROLOGY ASSOCIATES OF NORTHWEST FLORIDA, P.A.  
Ref. Number: W95000000036

We have received your document for NEPHROLOGY ASSOCIATES OF NORTHWEST FLORIDA, P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 295A00000060

ARTICLES OF INCORPORATION  
OF  
NEPHROLOGY ASSOCIATES OF NORTHWEST FLORIDA, P.A.

ARTICLE I

NAME

The name of this Corporation is Nephrology Associates of Northwest Florida, P.A..

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are as follows:

1. To engage in the general practice of medicine and Nephrology.
2. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the rendering of the professional services specified above.
3. To do such acts and carry on such business as may be permitted by the rules and regulations of the State of Florida, as they pertain to professional corporations and subject to the limitations thereof.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "common shares".

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TALLAHASSEE, FLORIDA

## ARTICLE V

### PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 415 Mountain Drive Suite #3, Destin, Florida, 32541, and the initial registered agent of this Corporation at that address is J. JEROME MILLER.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

Henry M. Haire, M.D.  
789 Miracle Strip Parkway  
Mary Esther, Florida 32569

## ARTICLE VIII

### PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 348 Miracle Strip Parkway, S.W., Fort Walton Beach, Florida 32548.

## ARTICLE IX

### INCORPORATOR

The name and address of the person signing these Articles is:

Henry M. Haire, M.D.  
789 Miracle Strip Parkway  
Mary Esther, Florida 32569

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 9<sup>th</sup> day of January, 1995.

Henry H. Haire  
HENRY H. HAIRE, M.D.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared HENRY H. HAIRE, M.D., who is personally known to me ~~or who produced~~ as identification, and he is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 9<sup>th</sup> day of January, 1995.

(SEAL)

Jerome Miller  
NOTARY PUBLIC

My Commission Expires:

\*\*\*\*\*  
\* J. JEROME MILLER \*  
\* NOTARY PUBLIC, STATE OF FLORIDA \*  
\* MY COMMISSION EXPIRES JUNE 8, 1995 \*  
\* COMM. NO. CC 115159 \*  
\*\*\*\*\*

ACCEPTANCE

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for NEPHROLOGY ASSOCIATES OF NORTHWEST FLORIDA, P.A..

  
J. JEROME MILLER

STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared J. JEROME MILLER who is personally known to me and he is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 9<sup>th</sup> day of January, 1995.

(SEAL)

  
NOTARY PUBLIC

My Commission Expires:

\*\*\*\*\*  
SUE C. WALLACE  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES JULY 27, 1995  
COMM. NO. CC 012285  
\*\*\*\*\*

FILED  
JAN 17 PM 2:58  
OKALOOSA COUNTY FLORIDA