

1201 HAYS STREET  
TALLAHASSEE, FL 32304

800-342-8086



**networks**

PRINCIPAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 07210000032

REFERENCE : 611313 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 7, 1995

ORDER TIME : 9:48 AM

ORDER NO. : 611313

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst  
BRONSTEIN CARLSON GLEIM &  
SMITH, P.A.  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

1000001507131  
-06/07/95--10050--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**EFFECTIVE DATE**

JUN - 1 1995

DOMESTIC FILING

NAME: WEST COAST PRIMARY CARE IPA,  
INC.

XXX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN

JUN - 7 1995

FILED  
95 JUN - 7 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WEST COAST PRIMARY CARE IPA, INC.

FILED  
95 JUN -7 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is West Coast Primary Care IPA,  
Inc.

ARTICLE II.

PRINCIPAL OFFICE

**EFFECTIVE DATE**

JUN - 1 1995

The principal office of this corporation and the mailing  
address of this corporation is 4642 Darlington Road, Holiday, Fl  
34690.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of  
June 1, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business per-  
mitted under the laws of the United States of America and of this  
State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000)  
shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

**ARTICLE VII.**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

James Fischer, M.D.  
34637 US 19 North  
Palm Harbor, FL 34684

Thomas Edward Carson, M.D.  
1259 South Pinellas Avenue  
Tarpon Springs, FL 34689

Angelo Cappiello, M.D.  
4931 Mile Stretch Drive  
Holiday, FL 34690

Jeffrey Davis, M.D.  
30 Woodglen Court  
Oldsmar, FL 34677

**ARTICLE VIII.**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, 150 Second Avenue N., 17th Floor, St. Petersburg, Florida 33701.

**ARTICLE IX.**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE X.**

**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE XI.**

**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 6<sup>th</sup> day of June, 1995.

Thomas B. Smith  
Thomas B. Smith

INCORPORATOR

1200 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222 0070  
904 222 0091 FAX

800-142-8086



P95000043929

ACCOUNT NO. : 0721000000002

REFERENCE : 939606 85036A

AUTHORIZATION : Patricia Poyner

COST LIMIT : \$ 87.50

ORDER DATE : May 2, 1996

ORDER TIME : 10:53 AM

ORDER NO. : 939606

CUSTOMER NO: 85036A

400001805214

CUSTOMER: Robert A. Forlizzo, Esq  
Jacobs Forlizzo & Neal, P.a.  
Suite 300  
13577 Feather Sound Drive  
Clearwater, FL 34622

DOMESTIC AMENDMENT FILING

NAME: WEST COAST PRIMARY CARE IPA,  
INC.

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

95 MAY -6 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

W960 00412

5/6  
Amend.  
C.C.



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam  
Secretary of State

May 2, 1996

*6-10-1996*

CSC NETWORKS  
CLINT  
TALLAHASSEE, FL

SUBJECT: WEST COAST PRIMARY CARE IPA, INC.  
Ref. Number: P95000043929

We have received your document for WEST COAST PRIMARY CARE IPA, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included 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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 896A00021371

*Re-submit*

**AMENDMENT TO THE ARTICLES OF INCORPORATION**  
**OF**  
**WEST COAST PRIMARY CARE IPA, INC.**

96 MAY -6 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WEST COAST PRIMARY CARE IPA, INC., a Florida corporation, hereby amends its Articles of Incorporation filed with the Secretary of State of the State of Florida on June 7, 1995, in the following particulars:

Article 1 is hereby amended to read as follows:

**ARTICLE I. NAME**

The name of this corporation shall be:

**NORTH COUNTY PHYSICIANS IPA, INC.**

Article 5 is hereby amended to read as follows:

**ARTICLE 5. CAPITAL STOCK**

The corporation shall have two (2) classes of common stock designated as follows:

A. **Primary Care Stock**: The corporation shall be authorized to issue five hundred thousand (500,000) shares of \$.01 par value Primary Care Stock;

B. **Specialist Stock**: The corporation shall be authorized to issue five hundred thousand (500,000) shares of \$.01 par value Specialist Stock.

Article 6 is hereby amended to read as follows:

**ARTICLE 6. REGISTERED OFFICE AND REGISTERED AGENT**

The Registered Agent and Registered Office of the corporation shall be as follows:

Robert A. Forlizzo, Esquire  
JACOBS, FORLIZZO & NEAL, P.A.  
13577 Feather Sound Drive, Suite 300  
Clearwater, FL 34622




The Registered Agent, by his execution of this Amendment to the Articles of Incorporation, accepts his appointment as Registered Agent and agrees to comply with the provisions of all statutes relative thereto.

The foregoing Amendment was approved, <sup>and adopted</sup> by a majority of the Board of Directors of the corporation <sup>on January 29, 1996.</sup> A Shareholder action was not required since no shares of corporate stock have yet been issued.

This Amendment shall be effective when filed in the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Director of the corporation has executed these Articles of Amendment this 1st day of February, 1996.

  
JAMES P. FISCHER, M.D., Director

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ROBERT A. FORLIZZO