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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Walter Wolfe
(Requestor's Name)
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(City, State, Zip) (Phone #)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Heartpoint, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN JUN 14 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
HEARTPOINT, INC.

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95 JUN 14 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HEARTPOINT, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 400 shares. All such shares shall be of a single class, designated as common. Shares of the corporation shall be issued to the following persons in the amounts indicated upon payment of the consideration as determined by the agreement of the shareholders:

<u>SHAREHOLDER</u>	<u>NUMBER OF SHARES</u>
FREDERICK L. BATEMAN, JR.	100 shares
JOHN T. GARNER	100 shares
DAVID B. CAMP	100 shares
J. MICHAEL WARE	100 shares

Shares held by each shareholder may not be sold or otherwise transferred to other entities or persons unless first offered to the corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders which agreement may expand this Article and which may also include the corporation as a party.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders. A quorum of shareholders shall consist of seventy-five percent (75%) of the shares entitled to vote at a meeting of shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of four (4) directors whose name and addresses are as follows:

FREDERICK L. BATEMAN, JR.

C/O Bateman Graham
300 East Park Avenue
Tallahassee, FL 32301

DAVID B. CAMP

14980 E. Bluff Rd.
Alpharetta, GA 30201

JOHN T. GARNER

6 Andrea Court
Rome, GA 30165

J. MICHAEL WARE, M.D., FACC

98 Twin Lake Road
Rome, GA 30165

ARTICLE X

The initial registered agent of the corporation is Walter H. Wolfe, Jr. The street address of the corporation's initial registered office is 300 East Park Avenue, Tallahassee, FL 32301.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

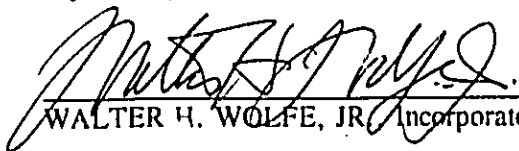
306 East Park Avenue
Tallahassee, FL 32301

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Walter H. Wolfe, Jr.
300 East Park Avenue
Tallahassee, FL 32301

The undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 1995.


WALTER H. WOLFE, JR. Incorporator

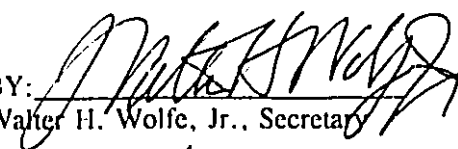
CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned officer of HEARTPOINT, INC., a corporation organized under the laws of the State of Florida, hereby submits the following statement designating the registered agent and registered office of the Corporation in the State of Florida.

Registered Agent: Walter H. Wolfe, Jr.
Registered Office: 300 East Park Avenue
Tallahassee, FL 32301

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95 JUN 14 PM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEARTPOINT, INC.

BY: 
Walter H. Wolfe, Jr., Secretary

Date: 5/18/95

REGISTERED AGENT'S ACCEPTANCE

Having been designated as Registered Agent and to accept service of process for the above-named Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, acknowledge my familiarity with same, and accept the obligations of my position as Registered Agent for the Corporation.


Walter H. Wolfe, Jr.

Date: 5/18/95