

P95000066 862

Requestor's Name  
Address  
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Office Use Only

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

1. Central Florida Oncology, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 3:00 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

FILED  
05 AUG 29 PM 3:21  
TALLAHASSEE, FLORIDA

B. REGISTER AUG 29 1995

**FOLEY & LARDNER**

200 NORTH GRANGE AVENUE, SUITE 1000

ORLANDO, FLORIDA 32801

TELEPHONE (407) 421-7656

FACSIMILE (407) 648-0741

MAILING ADDRESS

POST OFFICE BOX 2191

ORLANDO, FL 32802-2191

TAMPA, FLORIDA  
JACKSONVILLE, FLORIDA  
TALLAHASSEE, FLORIDA  
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN  
MADISON, WISCONSIN  
WASHINGTON, D.C.  
ANNAPOLIS, MARYLAND  
CHICAGO, ILLINOIS

August 25, 1995

**VIA HAND DELIVERY**

Department of State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation of Central Florida Oncology, Inc.

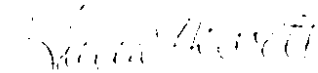
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Central Florida Oncology, Inc. and a check in the amount of \$122.50 to cover the cost of filing the Articles (\$35.00), appointing a registered agent (\$35.00), and obtaining a certified copy of the Articles (\$52.50).

Please deliver the certified copy of the Articles to the courier making this hand delivery.

Thank you for your prompt attention to this matter.

Sincerely,



Laura O. Hewett

LOH/sms  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA ONCOLOGY, INC.**

**FILED**  
95 AUG 29 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be **CENTRAL FLORIDA ONCOLOGY, INC.** (the "Corporation").

**ARTICLE II**

**Purpose**

This Corporation is organized for the purpose of networking physicians board certified or eligible in medical oncology for providing diagnostic and other medical care to members of Health Maintenance Organizations and other pre-paid health plans including Accountable Health Partnerships on a capitated or other basis, and pooling and sharing the risks inherent in the provision of such medical care and reimbursement, and for the following additional purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplement thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

## ARTICLE III

### Capital Stock

The number of shares which the Corporation shall have authority to issue is One Thousand (1,000), consisting of Five Hundred (500) shares of Class A Common Stock, One Dollar (\$1.00) par value, and Five Hundred (500) shares of Class B Common Stock, One Dollar (\$1.00) par value. The rights and privileges appurtenant to the Class A Common Stock and the Class B Common Stock shall be identical, except that:

(a) In the event any dividends in the shares of this Corporation shall be declared, the shares issued to holders of Class A Common Stock shall consist of shares of Class A Common Stock, and the shares issued to holders of Class B Common Stock shall consist of shares of Class B Common Stock.

(b) At each meeting of the shareholders of this Corporation, the presence in person or by proxy of the holders of a majority in number of the issued and outstanding shares of the Class A Common Stock and a majority in number of the issued and outstanding shares of the Class B Common Stock shall be necessary to constitute a quorum for the transaction of any business. The affirmative vote of the holders of a majority in number of the issued and outstanding shares of each class of stock shall be necessary to adopt any resolution, carry any motion, or take any corporate action which, pursuant to law, these Articles of Incorporation, the Corporation's Bylaws or that certain Shareholders' Agreement dated as of August 28, 1995 (the "Shareholders' Agreement") requires the vote of the shareholders, except that (i) directors shall be elected in the manner provided in subparagraph (c) of this Article, (ii) the Corporation shall not enter into or terminate any third party payor contract without unanimous approval of all of the shareholders of the corporation, (iii) the number of directors of the Corporation shall not be increased or decreased without the affirmative vote of the holders of at least 66 2/3 of the shares of the Corporation's Class A and Class B Common Stock, and (iv) the Corporation shall not, without the unanimous consent of the holders of the outstanding shares of Class A stock and the consent of the holders of a majority of the outstanding shares of Class B stock: (A) enter into any agreement for the provision of oncology (medical services) with any person or entity, other than a Participating Physician Agreement; (B) establish, alter or pay compensation to any of the Directors for his or her services as a Director; or (C) borrow funds in excess of Five Thousand Dollars (\$5,000.00) in the aggregate.

(c) The Board of Directors of this Corporation shall be composed of six (6) directors, three (3) of whom shall be elected by the holders of the Class A Common Stock and three (3) of whom shall be elected by the holders of the Class B Common Stock. The directors elected by the holders of the Class A Common Stock shall be referred to as the Class A Directors, and the directors elected by the holders of the Class B Common Stock shall be referred to as the Class B Directors. None of the Shareholders nor the Corporation shall, without the unanimous consent of the Class A Directors and the consent of a majority of the Class B Directors, (i) employ or terminate the employment of any physician employee of a Shareholder who has

entered into a Participating Physician Agreement, (ii) establish, alter or pay compensation to any physician employee of a Shareholder who has entered into a Participating Physician Agreement, (iii) employ or terminate the employment of a medical director, or (iv) establish, alter or pay compensation to a medical director.

#### ARTICLE IV

##### Preemptive Rights

Every Shareholder, upon the sale for cash 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### Power and Authority of Board of Directors

All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Corporation's board of directors; provided that during the term of the Shareholders' Agreement, the power and authority of the board of directors shall be limited as and to the extent set forth in the Shareholders' Agreement.

#### ARTICLE VI

##### Principal Office; Mailing Address

The address of the Principal Office of the corporation, and the corporation's mailing address, is 2501 N. Orange Avenue, Suite 514, Orlando, Florida 32804. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is The Greenleaf Building, 200 S. Laura Street, P.O. Box 240, Jacksonville, Florida 32201, and the name of the

initial registered agent of this Corporation at that address is F & L Corp., a Wisconsin corporation.

## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shall require the approval of the Shareholders.

## ARTICLE IX

### Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

## ARTICLE X

### Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI

Incorporator

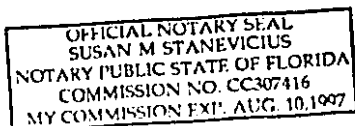
The name and address of the person signing these Articles is as follows: Christopher, D. Rolle, Esq., Foley & Lardner, 111 N. Orange Avenue, Orlando, Florida 32801.

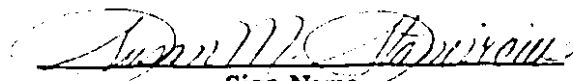
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of August, 1995.

  
Christopher D. Rolle, Esq., Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of August, 1995, by Christopher D. Rolle, Esq., as Incorporator, of Central Florida Oncology, Inc., a corporation, to me well known ~~or who produced~~ \_\_\_\_\_ as identification-respectively, and whom did not take an oath.



  
Sign Name  
Susan M. Stanevicius  
Print Name

Notary Public, State and County  
aforesaid

My commission expires:

(NOTARY SEAL)



**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED, F & L CORP.**, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 28<sup>th</sup> day of August, 1995.

**F & L CORP.**, a Wisconsin corporation

By:   
Edmund T. Baxa, Jr., Agent

**FILED**  
55 AUG 29 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F & L CORP.

Consent of Sole Shareholder

The following resolution is hereby adopted by the undersigned, being the sole shareholder of F & L Corp., a Wisconsin corporation ("Corporation").

RESOLVED, that the following partners of Foley & Lardner are hereby authorized to execute and deliver on behalf of the Corporation all such documents as may be required in connection with the Corporation's serving as registered agent for domestic and foreign corporations and limited partnerships in the State of Florida:

Edmund T. Baxa, Jr.  
John R. Dawson  
Michael W. Grebe  
Charles V. Hedrick  
William D. King  
David M. Rieth  
John A. Sanders  
William P. Sklar  
Martin A. Traber  
Richard A. Weiss

Dated: August 1, 1995

FOLEY & LARDNER

By: 

Michael W. Grebe  
Chairman and Chief Executive  
Officer