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ACCOUNT NO. : 022140000932

REFERENCE : 015761 4329479

AUTHORIZATION :

*Patricia Pyjunt*

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ORDER DATE : January 23, 1996

ORDER TIME : 9:43 AM

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ORDER NO. : 015761

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant  
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112  
200 South Orange Avenue  
Orlando, FL 32802

DOMESTIC FILING

NAME: UNITED PHYSICIANS OF CENTRAL  
FLORIDA, INC.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

*NR R96-177*

RECEIVED  
55 JAN 23 AM 11:23  
DIVISION OF CORPORATION  
96 JAN 23 AM 8:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JAN 24 1996

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**ARTICLES OF INCORPORATION**

**OF**

**UNITED PHYSICIANS OF**  
**CENTRAL FLORIDA, INC.**

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FILED  
96 JAN 23 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
of

United Physicians of Central Florida, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is United Physicians of Central Florida, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 600 North Boulevard West, in the city of Leesburg, County of Lake, Florida.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Trust Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares, \$0.01 par value per share.

#### ARTICLE VI

##### Voting Rights

Shareholders shall be entitled to vote on a per capita basis. Each shareholder shall be entitled to only one vote per shareholder, regardless of the number of shares owned by the shareholder.

#### ARTICLE VII

##### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Trust Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

#### ARTICLE VIII

##### Board of Directors

1. The number of members of the Board of Directors shall be ten (10) and may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than two.

2. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
John A. Cowin, M.D.	600 N. Blvd. W. Leesburg, Florida 34748
H. Andrew Hunt, M.D.	600 N. Blvd. W. Leesburg, Florida 34748
Steven E. Hawk, M.D.	701 N. Palmetto Street Leesburg, Florida 34748
Jacquelyn E. Puglia, M.D.	110 E. North Blvd. Leesburg, Florida 34748
Thomas J. Sanders, M.D.	616 N. Palmetto Street Leesburg, Florida 34748
Akram Ismail, M.D.	1218 W. Dixie Avenue Leesburg, Florida 34748
Joseph M. Unanue, M.D.	1020 E. North Blvd. Leesburg, Florida 34748
Alfred H. Moffett, M.D.	Medical Plaza 401 601 E. Dixie Avenue Leesburg, Florida 34748
David L. Sustarsic, M.D.	Medical Plaza 401 601 East Dixie Avenue Leesburg, Florida 34748
David Lichtinger, D.O.	9832 U.S. Highway 441 Leesburg, Florida 34788

## ARTICLE IX

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE X

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors requiring an affirmative vote of two-thirds (2/3) of the members of the Board of Directors represented at a meeting at which a quorum is present.

## ARTICLE XI

### Quorum

At any meeting of the shareholders, fifty percent (50%) of the shareholders of the corporation, present in person or represented by proxy shall constitute a quorum of the shareholders for all purposes.

## ARTICLE XII

### Indemnification

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

ARTICLE XIII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 22<sup>nd</sup> day of January, 1996.

A.G.C. Co.

By: G. Thomas Ball  
G. Thomas Ball  
Vice President

STATE OF FLORIDA       )  
                              ) SS.  
COUNTY OF ORANGE     )

The foregoing instrument was acknowledged before me this  
22<sup>nd</sup> day of January, 1996, by G. Thomas Ball of  
A.G.C. Co., an Ohio corporation, on behalf of the corporation. He  
is personally known to me ~~or has produced~~ \_\_\_\_\_  
~~as identification.~~

(NOTARY SEAL)

Karen L. Bohn  
(Notary Signature)

Karen L. Bohn  
(Notary Name Printed)

NOTARY PUBLIC

Commission No. \_\_\_\_\_



KAREN L. BOHN  
MY COMMISSION # CC434547 EXPIRES  
September 10, 1998  
BONDED THRU TROY FARM INSURANCE, INC.



**REGISTERED AGENT CERTIFICATE**

FILED  
96 JAN 23 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

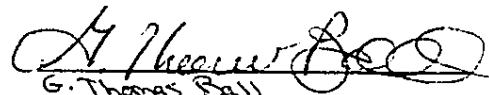
That United Physicians of Central <sup>Florida, Inc.,</sup> desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:

  
G. Thomas Ball  
Vice President

DATED: January 22, 1996