

W
Bailey & Trumbo, P.A.

Attorneys At Law

Robert H. Bailey, Jr.

Robert B. Trumbo, Jr.
Board Certified Civil Trial Lawyer

January 25, 1996

P96000009555

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

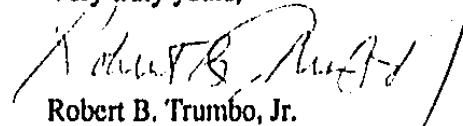
RE: Joseph E. Godard, M.D., P.A.

Dear Sir:

Enclosed please find original Articles of Incorporation of Joseph E. Godard, M.D., P.A. Please file the original and return a certified copy to our office. Our check for the filing fee in the amount of \$122.50 is also enclosed.

Thank you for your attention to this matter.

Very truly yours,


Robert B. Trumbo, Jr.

RBT/jlb
Encs.

FILED
96 JAN 26 AM 8:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

3000001699153
-01/26/96--01056--010
****122.50 ****122.50

M. CHESLER JAN 31 1996

Bailey & Trumbo, P.A.

Attorneys At Law

Robert H. Bailey, Jr.

Robert B. Trumbo, Jr.
Board Certified Civil Trial Lawyer

January 26, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Beth Register

RE: Joseph E. Godard, M.D., P.A.

Dear Beth:

As we discussed, enclosed please find original Articles of Incorporation pages 1-4 of Joseph E. Godard, M.D., P.A. Please attach the signature pages (pages 5 and 6) of the previously sent Articles of Incorporation and submit for filing.

Please feel free to give me a call should you have any questions. Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,


Jean Bailey

ARTICLES OF INCORPORATION
OF
JOSEPH E. GODARD, M.D., P.A.

The undersigned, acting as Incorporator of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is JOSEPH E. GODARD, M.D., P.A.

ARTICLE II
DURATION

The period of its duration is perpetual. Corporate existence shall commence on the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of business to be transacted by this Corporation is:

(a) To render professional medical services to the general public and to do all things in connection therewith that are customarily done by licensed physicians of medicine under the laws of the State of Florida; but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice medicine therein.

(b) To invest funds of the Corporation in real estate, mortgages, stocks, bonds, or other type of investments, and to own real and personal property necessary for the rendering of professional services.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the obtaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental for the protection of the Corporation; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of the Corporation.

ARTICLE IV
ADDRESS

The initial post office address and the principal office of the corporation in the State of Florida is:

4387 South Sea Mist Drive
New Smyrna Beach, FL 32169

FILED
96 JAN 26 PM 8:38
DEPARTMENT OF STATE
ALBANY, FLORIDA

The Board of Directors from time to time may move the principal office to any other address in Volusia County, Florida. While the principal office of the corporation will be within the State of Florida, the corporation may maintain offices and transact business at such other places, either within or outside the State of Florida, as the Board of Directors may from time to time provide by resolution.

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue ninety (90) shares, all of one class, at \$1.00 par value.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Bailey & Trumbo, P.A.
340 North Causeway
New Smyrna Beach, Florida 32169

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The names and addresses of the initial board of directors of this corporation are as follows:

Joseph E. Godard, M.D.
4387 South Sea Mist Drive
New Smyrna Beach, FL 32169

ARTICLE VIII SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take are as follows:

Joseph E. Godard, M.D.
4387 South Sea Mist Drive
New Smyrna Beach, FL 32169

90 shares

ARTICLE IX
DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have the authority to fix the compensation of the officers of the corporation.

ARTICLE X
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approved such contract or transaction, or that this or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XII INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XIII AMENDMENT OF ARTICLES

The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

ARTICLE XIV SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XVI INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with

the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVII
AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 25th day of January, 1996.

Joseph E. Godard, M.D.
JOSEPH E. GODARD, M.D.

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSEPH E. GODARD, M.D., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of January, 1996.

Joan L. Bailey
Notary Public
Joan L. Bailey
Printed Name of Notary Public
Commission No. CC303384

My commission expires:



JOAN L. BAILEY
My Comm Exp. 9/22/97
Bonded by Service Ins
No. CC303384
My Comm Exp. 9/22/97

**STATE OF FLORIDA
DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

JOSEPH E. GODARD, M.D., P.A., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 4387 South Mist Drive, New Smyrna Beach, Volusia County, Florida, has named Bailey & Trumbo, P.A., whose address is 340 North Causeway, New Smyrna Beach, Volusia County, Florida as its agent to accept service of process within this state.

INCORPORATOR:

Joseph E. Godard, M.D.
JOSEPH E. GODARD, M.D.

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME personally appeared JOSEPH E. GODARD, M.D., to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 25th day of January, 1996.

James L. Bailey
Notary Public
State of Florida at Large:
My commission expires:



JAMES L. BAILEY
My Comm. Exp. 9/22/97
Bonded By Service Inc
No. 00333384
☒ Notary Public ☐ Other

ACCEPTANCE:

I AGREE as Resident Agent to accept Service of Process; to keep the office open during prescribed business hours; to post my name and any other officers of said Corporation authorized to accept Service of Process at the above Florida designated address, in some conspicuous place in the office as required by law.

Dated this 25th day of January, 1996.

Robert B. Trumbo, Jr.
ROBERT B. TRUMBO, JR., of
BAILEY & TRUMBO, P.A.
340 North Causeway
New Smyrna Beach, FL 32169
(904) 423-1110

FILED
56 JAN 26 AM 8:38
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA