

Document Number Only

P96000016298

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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
Incorporator's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

600001720966
-02/22/96--01004--020
****122.50 ****122.50

CORPORATION(S) NAME

Inphynet Managed Care of South Broward

☒ From - Articles

- | | | |
|--|---|---|
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Restatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Filing Home |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document
Exemptions
Director
Manager
Acknowledgment
W.P. Verifier

2/21

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CH2E031 (1-89)

D. BROWN FEB 22 1996

ARTICLES OF INCORPORATION
OF
INPHYNET MANAGED CARE OF SOUTH BROWARD, INC.

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CLERK OF DISTRICT COURT
MELANASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:
INPHYNET MANAGED CARE OF SOUTH BROWARD, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

1. The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural persons might or could do.

2. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limit as to the amount to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.

3. To sell at wholesale and retail and do deal in any manner whatever in all types and descriptions of property; to do all things and engage in all activities necessary and proper or incidental to wholesale and retail business.

4. To purchase, acquire, hold, and dispose of stocks, bonds, and other obligations including judgments, interest, accounts or

debts of any corporation, domestic or foreign (except moneyed or transportation or banking, or insurance corporations) owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations including judgments, interest, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) engaged in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, product or property of this company may be used, or of any corporation with which this corporation is or may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stocks, bonds or other obligations of this company.

5. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

6. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this state to consolidate, or whose stock the company under the laws of this state and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities or any person, firm, association, or company described as aforesaid, possessing of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks and obligations of this company.

7. To purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any other state, or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, or obligations or proceeds thereof among the stockholders of this company.

8. To borrow or raise money for any purposes of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and

mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

9. To guarantee the payment of dividends or interest on any shares, stocks, debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

10. To acquire by purchase or otherwise own, hold, buy, sell, convey, lease, mortgage or incumber real estate or other property, personal or mixed.

11. To buy, sell, and generally trade in, store, carry and transport all kinds of goods, wares, merchandise, provisions and supplies.

12. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided on the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited

under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other states or colonies of the United States of America, and in all foreign countries.

13. And further for the purpose of transacting any and all lawful businesses.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ONE DOLLAR AND NO/100 (\$1.00) par value common stock.

ARTICLE V - 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/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1200 S. Pine Island Road, Ft. Lauderdale, Florida 33324 and the name of the initial registered agent of this corporation at that address is CT Corporation.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the corporation is 1200 S. Pine Island Road, Suite 600, Plantation, Florida 33324.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall not be less than three (3). The names and addresses of the initial directors of this corporation are:

Erie Chapman
1200 S. Pine Is. and Road
Suite 600
Plantation, Florida 33324

J. Clifford Findeiss, M.D.
1200 S. Pine Island Road
Suite 600
Plantation, Florida 33324

George W. McCleary, Jr.
1200 S. Pine Island Road
Suite 600
Plantation, Florida 33324

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Neesa K. Warlen, Esq.
1200 S. Pine Island Road
Suite 600
Plantation, Florida 33324

ARTICLE X - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscriber has executed these articles of incorporation this 20th day of February, 1996.

Neesa K. Warlen
Neesa K. Warlen, Subscriber

STATE OF FLORIDA

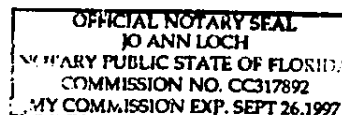
SS

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Neesa K. Warlen, [personally known] to me to be the person who executed the foregoing or who produced N/A, who executed the foregoing articles of incorporation, and he/she acknowledged before me that he/she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20th day of February, 1996.

Joann Loch JOANN LOCH
Notary Public, State of
Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First -- That InPhyNet Managed Care of South Broward, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Lauderdale, County of Broward, State of Florida has named C T Corporation System located at 1200 S. Pine Island Road, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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.

By Tanya M. Villar
C T Corporation System,
Registered Agent

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

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TALLAHASSEE, FLORIDA
STATE

P96000016298



ACCOUNT NO. : 072100000032
REFERENCE : 499575 4390339
AUTHORIZATION : *Patricia Pignatelli*
COST LIMIT : \$ 35.00

ORDER DATE : August 18, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 499575

400000222 24904 ---4

CUSTOMER NO: 4390339

CUSTOMER: Ms. Fran Soldo
Medpartners, Inc.
3000 Riverchase
Galleria Tower / Ste. 1000
Birmingham, AL 35244

CHANGE OF AGENT

NAME: INPHYNET MANAGED CARE
OF SOUTH BROWARD, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susana Romagosa

Handwritten: KRC, RAJ, 8/22
Stamp: AUG 22 PM 2:21
Stamp: AUG 22 PM 2:34

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____

INPHYNET MANAGED CARE OF SOUTH BROWARD, INC.

1b. Date of incorporation: 2/21/96 Document number PD8000010298

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM

1200 SO. PINE ISLAND DRIVE

PLANTATION

FL

33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

SIGNATURE

August 13, 1997
DATE

Tracy P. Thrasher
Vice President and Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED 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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY

SIGNATURE By: Debbie Skipper
DEBBIE SKIPPER

DATE 8-15-97