

P96000029041

TAFT, STEITINUS & HOLLISTER

1000 STAR BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3057

613-381-2830

CALLER: TAPTHOL TWX: 810-461-2823

FAX: 613-381-0205

WASHINGTON, D.C. OFFICE  
SUITE 800 - 9300 N STREET, N.W.  
WASHINGTON, D.C. 20037  
800-663-0088  
FAX: 802-893-1512

ROBERT E. RICH  
613-387-0358

FILED

96 MAR 28 AM 8:46

COLUMBUS, OHIO OFFICE  
SEVENTH FLOOR  
EAST STATE STREET  
TALLAHASSEE, FLORIDA  
FAX: 814-221-2007

NORTHERN KENTUCKY OFFICE  
THOMAS MORE CENTER  
2570 CHANDLER DRIVE  
ONEBVIEW HILLS, KENTUCKY 41017-3451  
606-331-2838  
613-381-2838  
FAX: 613-381-0313

March 27, 1996

Department of State  
Division of Corporations  
New Filing Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

800001761748  
-03/28/96--01109--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Physicians Health System, Inc.

Dear Sir or Madam:

We are enclosing for filing in your office on March 28, 1996, Articles of Incorporation for a new Florida general business corporation to be called Physicians Health System, Inc. This corporation will not engage in the practice of medicine, but will serve as a management services organization to provide services to physicians and other health care providers.

We previously reserved the name "Physicians Health System, Inc." with your office and we are enclosing a copy of that name reservation. We trust that this name will be available for our use.

We are also enclosing a check payable to Florida Department of State in the total amount of \$70.00 to pay for the following services:

1. Filing fee - \$35.00.
2. Designation of and acceptance by registered agent - \$35.00.

Thank you for your service to us in accepting and filing the enclosed Articles of Incorporation on March 28, 1996.

Sincerely,

*Robert E. Rich*  
Robert E. Rich

RER:mja

Enc.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 18, 1996

LINDA D. BAYLISS  
TAFT, STETTINIUS & HOLLISTER  
1800 STAR BANK CENTER  
CINCINNATI, OH 45202-3957

The name PHYSICIANS HEALTH SYSTEM, INC. has been reserved for 120 days beginning January 18, 1996. The reservation number is R9600000259 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 696A00002297

ARTICLES OF INCORPORATION  
OF  
PHYSICIANS HEALTH SYSTEM, INC.

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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

NAME

The name of the corporation shall be PHYSICIANS HEALTH SYSTEM, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 12995 S. Cleveland Avenue, Suite 221, Ft. Myers, Florida 33907.

ARTICLE III

CAPITAL STOCK - CLASSES

A. Shares Authorized

The number of shares of stock that this corporation is authorized to have outstanding at any time is 4,000 shares of Class A common stock, without par value; 2,666 shares of Class B common stock, without par value; and 5,000 shares of Class C common stock, without par value. The number of shares of Class B stock issued by the Corporation may not exceed 40% of the aggregate number of shares of Class A stock outstanding at the time.

B. Classes of Shares

Class A. Shares of Class A common stock, without par value, together with the Class B shares shall have unlimited and equal voting rights with all other voting shares and classes of voting shares issued by the corporation, except that the Class A

shareholders, as a group, will be entitled to elect not more than sixty percent (60%) of the members of the Board of Directors of the corporation. Cash and stock dividends shall be distributed on the same basis to all common stock shareholders of any class. Shareholders of Class A stock shall not have preemptive rights. Class A shareholders shall have equal rights with all other classes of common stock to receive the net assets of the Corporation on dissolution.

Class B. Shares of Class B common stock, without par value, together with the Class A shares shall have unlimited and equal voting rights with all other voting shares and classes of voting common stock. In addition, Class B stockholders shall have the right to elect a number of Directors either one or two persons (whichever can be accomplished to maximize the Class B shareholders' representation) less than the majority of the members of the Board of Directors of the Corporation. The owners of Class B stock shall be entitled to select the Executive Director or Chief Operating Officer of the corporation, subject to the approval of the Board of Directors. The holders of Class B common stock must approve by a majority vote: (i) any merger, consolidation, liquidation or sale of all or substantially all of the assets of the corporation, (ii) any issuance of shares of stock of the corporation to any person other than a Class B shareholder or its designee or a member of Lee Independent Physicians Association, Ltd., (iii) changes in the fundamental nature and purposes of the corporation, and (iv) any amendment of the Articles of Incorporation of the Corporation. Class B shares will participate on an equal basis with other shares in the issuance of cash or stock dividends. Class B shareholders will not be entitled to preemptive rights. Class B shareholders shall have equal right with all other classes of common stock to receive the net assets of the Corporation on dissolution. Ochsner Clinic, a Louisiana partnership, shall have the right of first refusal to purchase any Class B shares issued by the Corporation at the issue price offered by the Corporation.

Class C. Shares of Class C common stock, without par value and without voting rights, may be issued by the Corporation. Class C shareholders will receive dividends on the same basis as the holders of other classes of stock. Class C shareholders shall not be entitled to preemptive rights. Class C shareholders will have no rights to vote their shares, but they will have equal rights with all other classes of common stock to receive the net assets of the Corporation on dissolution.

#### ARTICLE IV

##### VOTING RIGHTS OF CAPITAL STOCK

Number of Votes per Share. Every owner of the Class A common stock of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share of stock standing in his or her name on the books of the Corporation. Every owner of the Class B common stock of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share of stock standing in his or her name on the books of the Corporation.

Vote Required. The affirmative vote of a majority of the outstanding shares of Class A common stock and the affirmative vote of a majority of the outstanding shares of Class B common stock shall be required for all corporate action required to be voted upon by the shareholders.

#### ARTICLE V

##### REQUIRED DIRECTORS' VOTE

The affirmative vote of not less than seventy five percent (75%) of the persons serving on the Board of Directors shall be required to approve the following acts of the Corporation:

- A. Any amendment to the Articles of Incorporation,
- B. A statutory merger involving the Corporation or the sale of substantially all its assets,
- C. Any public offering of the Corporation's stock, or
- D. The sale or issuance of stock of the Corporation and the creation of additional classes of stock.

#### ARTICLE VI

##### INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael J. Sweeney, M.D., 3596 Broadway, Ft. Myers, Florida 33901.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Robert E. Rich, Taft, Stettinius & Hollister, 425 Walnut Street, 1800 Star Bank Center, Cincinnati, Ohio 45202-3957.

The undersigned has executed these Articles of Incorporation this 31st day of January, 1996.

  
Robert E. Rich, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.051, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the corporation is Physicians Health System, Inc.
2. The name and address of the registered agent and office is:

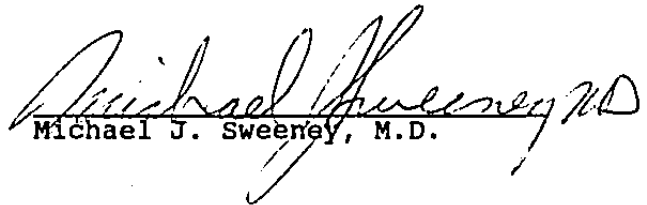
Michael J. Sweeney, M.D.  
3596 Broadway  
Ft. Myers, Florida 33901

PHYSICIANS HEALTH SYSTEM, INC.

  
Robert E. Rich, Incorporator

Date: January 31, 1996

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Michael J. Sweeney, M.D.

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TAFI, TETTER, HOLLISTER

1000 STAN BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3857

613-381-2838

FAX: 613-381-0205

COLUMBUS, OHIO OFFICE  
TWELFTH FLOOR  
21 EAST STATE STREET  
COLUMBUS, OHIO 43215-4921  
614-221-2838  
FAX: 614-221-9007

ROBERT E. RICH  
613-387-4388

NORTHERN KENTUCKY OFFICE  
THOMAS MORRIS CENTER  
9670 CHANDLER DRIVE  
CHERRYVIEW HILLS, KENTUCKY 41017-3481  
608-331-2838  
613-381-2838  
FAX: 613-381-6813

CLEVELAND, OHIO OFFICE  
SUITE 200 - 6140 WEST CHICK ROAD  
CLEVELAND, OHIO 44131-2130  
216-642-0707  
FAX: 216-642-0708

August 16, 1996

Department of State  
Division of Corporations  
New Filing Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Physicians Health System, Inc.

Dear Sir or Madam:

We are enclosing for filing in your office Amended and Restated Articles of Incorporation for Physicians Health System, Inc. which was previously incorporated under the Florida General Business Corporation Act.

We are also enclosing a check payable to Florida Department of State in the amount of \$35.00 to pay the filing fee for this restatement of Articles of Incorporation with amendment of the Articles.

We have enclosed an extra copy of the Amended and Restated Articles of Incorporation and ask that you stamp that copy "filed" and return it to us in the enclosed envelope.

Thank you for your service to us in accepting and filing the enclosed document.

Sincerely,

Robert E. Rich

RER:mja

Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM + Post  
RER  
8/26



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PHYSICIANS HEALTH SYSTEM, INC.**

The undersigned President and Secretary of Physicians Health System, Inc., a corporation under the Florida Business Corporation Act, hereby amend and restate the Articles of Incorporation of the Corporation to provide as follows:

**ARTICLE I**

**NAME**

The name of the Corporation shall be PHYSICIANS HEALTH SYSTEM, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be 12995 S. Cleveland Avenue, Suite 221, Ft. Myers, Florida 33907.

**ARTICLE III**

**CAPITAL STOCK - CLASSES**

**A. Shares Authorized**

The number of shares of stock that this Corporation is authorized to have outstanding at any time is 11,666 shares of common stock, of which there are 4,000 shares of Class A common stock, \$10.00 par value per share; 2,666 shares of Class B common stock, \$10.00 par value per share; and 5,000 shares of Class C common stock, \$10.00 par value per share.

**B. Classes of Shares**

**Class A.** Shares of Class A common stock together with the Class B shares shall have unlimited and equal voting rights with all other voting shares and classes of voting shares issued by the Corporation, except that the Class A shareholders, as a

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

group, shall be entitled, in addition, to elect a number of directors that represents a majority of the number of directors then prescribed by the Articles of Incorporation or fixed in the Bylaws of the Corporation. Cash and stock dividends shall be distributed on the same basis to all common stock shareholders of any class. Shareholders of Class A stock shall not have preemptive rights. Class A shareholders shall have equal rights with all other classes of common stock to receive the net assets of the Corporation on dissolution.

**Class B.** Shares of Class B common stock together with the Class A shares shall have unlimited and equal voting rights with all other voting shares and classes of voting common stock. In addition, Class B stockholders shall have the right to elect a number of Directors equal to the number that is one less than the majority of directors then prescribed in the Articles or Bylaws of the Corporation when an uneven number are prescribed and two less than the majority when an even number are prescribed. Class B shares will participate on an equal basis with the shares of other classes in the payment of stock dividends or other distributions, but Class B shares shall participate in the receipt of cash dividends at the rate of 6.667 percent (6.667%) of the dividend paid on Class A shares for the same period. Class B shareholders will not be entitled to preemptive rights. Class B shareholders shall have equal right with all other classes of common stock to receive the net assets of the Corporation on dissolution.

**Class C.** Shares of Class C common stock, which have no voting rights, may be issued by the Corporation. Class C shareholders shall not be entitled to preemptive rights. Class C shareholders will have no rights to vote their shares, but they will have equal rights with all other classes of common stock to receive dividends or other distributions in respect to their shares on the same basis as the holders of Class A stock and to receive a share of the net assets of the Corporation on dissolution.

#### **ARTICLE IV**

##### **VOTING RIGHTS OF CAPITAL STOCK**

**A. Number of Votes per Share.** Every owner of the Class A common stock of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share of stock standing in his or her name on the books of the Corporation. Every owner of the Class B common stock of the Corporation shall have the right, at every shareholders' meeting, to one vote for each share of stock standing in his or her name on the books of the Corporation. All shareholders shall be entitled to cumulate their votes for directors, as provided in Section 607.0728 of the Florida General Corporation Act.

**B. Vote Required.** The affirmative vote of a majority of the outstanding shares of Class A common stock and the affirmative vote of a majority of the outstanding

shares of Class B common stock shall be required for all corporate action required to be voted upon by the shareholders.

C. Action of Stockholders Without Meeting. Any action which may be authorized or taken at a meeting of the stockholders of the Corporation may be authorized without a meeting only by unanimous written consent of the stockholders pursuant to Section 607.0704 of the Florida General Corporation Act.

D. Actions Requiring Shareholder Approval. Approval of a majority of the shareholders is required to authorize any of the following: (i) any merger, consolidation, liquidation or sale of all or substantially all of the assets of the Corporation, (ii) changes in the fundamental nature and purposes of the Corporation, (iii) any amendment of the Articles of Incorporation of the Corporation, and (iv) the issuance of shares of Class B common stock to persons other than Ochsner Clinic or its affiliates.

## ARTICLE V

### DIRECTORS VOTE

A. Number of Directors. The Board of Directors shall consist of seven (7) directors or such other number as may from time to time be fixed by the shareholders in accordance with the Bylaws of the Corporation.

B. Required Directors' Vote. The affirmative vote of not less than seventy five percent (75%) of the number of directors then prescribed in these Articles of Incorporation or in the Bylaws of the Corporation shall be required to authorize the following acts of the Corporation:

1. Any amendment to the Articles of Incorporation.
2. A merger involving the Corporation or the sale of substantially all its assets.
3. Any public offering or recapitalization of the Corporation's stock.
4. The sale or issuance of stock of the Corporation other than pursuant to an option agreement or other contractual right which was approved by not less than seventy five percent (75%) of the Board of Directors.
5. Entering into, modifying, or terminating any management services contract or managed care contract under which the assets of the Corporation are at risk.

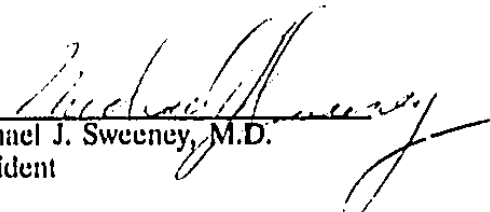
6. Payment of dividends exceeding seventy five percent (75%) of the Corporation's net income for all prior periods.
7. Approval of the annual operating budget for the Corporation.

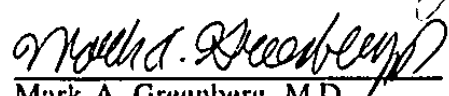
## ARTICLE VI

### REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Michael J. Sweeney, M.D., 3596 Broadway, Ft. Myers, Florida 33901.

The undersigned President and Secretary of the Corporation have executed these Amended and Restated Articles of Incorporation this 7th day of August, 1996, as adopted by the shareholders and the Board of Directors of the Corporation by unanimous vote of approval.

  
\_\_\_\_\_  
Michael J. Sweeney, M.D.  
President

  
\_\_\_\_\_  
Mark A. Greenberg, M.D.  
Secretary

205MART7.REF