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96 APR 11 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 915051 4369500

AUTHORIZATION : Patricia Pzyt

300001777103

COST LIMIT : \$ 122.50

ORDER DATE : April 11, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 915051

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

W96-7907
502

DOMESTIC FILING

NAME: TALLAHASSEE MEDICAL GROUP,
INC.

EFFECTIVE DATE:

☒ 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: JENNIFER MORAN

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

4-16-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

RESUBMIT

Please give original
submission date as file date.

April 11, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TALLAHASSEE MEDICAL GROUP, INC.
Ref. Number: W96000007907

We have received your document for TALLAHASSEE MEDICAL GROUP, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00016701

RECEIVED
96 APR 15 PM 12:04
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

FLORIDA MEDICAL GROUP OF TALLAHASSEE, INC.

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SECRETARY OF STATE

The undersigned, acting as incorporator of Florida Medical Group of Tallahassee, Inc., under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is FLORIDA MEDICAL GROUP OF TALLAHASSEE, INC., (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 1401 Centerville Road, Suite 400, Tallahassee, Florida 32308.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through direct and indirect contracts and arrangements with physicians and other health care providers and with preferred provider health insurance organizations or arrangements, health maintenance organizations,

corporate employee benefit plans, union benefit plans, prepaid health plans, and other managed care arrangements entered into on behalf of enrollees in or beneficiaries of such arrangements, and to also engage in other activities which are necessary or beneficial in the delivery of health services under such contracts and arrangements. This Corporation is also empowered to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent at such address is Corporation Service Company.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ten (10) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less than one (1). The names of the initial directors of this Corporation are:

Jeffrey L. Armstrong, M.D.

Leslie Emhof, M.D.

Michael W. Forsthoefel, M.D.

Karl F. Hempel, M.D.

Terence P. McCoy, M.D.

Randy R. Reese, M.D.

Louis St. Petery, M.D.

Michael B. Wilhoit, M.D.

Robert D. Snyder, M.D.

W. Paul Sawyer, M.D.

ARTICLE VIII - BYLAWS

The initial Bylaws of this Corporation shall be adopted by the initial directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE IX - INDEMNIFICATION

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

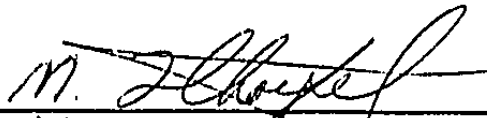
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael W. Forsthoefel, M.D., 1401 Centerville Road, Suite 400, Tallahassee, Florida 32308.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 9 day of April, 1996.

A handwritten signature in cursive script, appearing to read "M. Forsthoefel", is written over a horizontal line.

Michael W. Forsthoefel, M.D.
Incorporator

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SLO

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of April, 1996.

My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

CORPORATION SERVICE COMPANY

Karen B. Rozar, As Agent