

P96000033673

LAW OFFICES
DONALD W. WEIDNER
PROFESSIONAL ASSOCIATION

ELAINE LUCAN
DONNA J. TORSNEY
DONALD W. WEIDNER
ROBERT L. WORTELBOER
REBECCA NIKIRK ZIMA

1016 CENTURION PARKWAY NORTH, SUITE 190
JACKSONVILLE, FLORIDA 32236
TELEPHONE (904) 641-0104
FACSIMILE (904) 641-0760

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 APR 15 PM 1:47
MARIA K. LAVITT
ADMINISTRATOR

April 12, 1996

Attention: New Filings
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

900001781368
-04/16/96--01015--003
***122.50 ***122.50

Re: Filing of Articles of Incorporation for Family Physician Associates, P.A.
Client Number: 96053

Dear Division of Corporations:

Please find enclosed an original of the Family Physician Associates, P.A. Articles of Incorporation and a check in the amount of \$122.50 made payable to "Secretary of State". Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,



Robert L. Wortelboer, Esquire

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5/18

ARTICLES OF INCORPORATION
OF
FAMILY PHYSICIAN ASSOCIATES, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 15 PM 1:47 '96

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
Name

Section 1.1. Name. The name of this professional corporation is **Family Physician Associates, P.A.** and the address is **1511 Surgeons Drive, Suite A, Tallahassee, FL 32308.**

Article II
Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article IV **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having a one hundred dollar (\$100) par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is **Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256** and the name of the initial registered agent of this corporation at that address is **Donald W. Weidner, Esquire.**

Article VI **Directors**

Section 6.1. Number. This professional corporation shall have twenty-one (21) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than five (5). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

| <u>Name</u> | <u>Address</u> |
|-----------------------------------|--|
| Jeffrey L. Armstrong, M.D. | 2727 Capital Medical Blvd. Tallahassee, FL 32308 |
| Carolyn Chapman, M.D. | 2412 W. Plaza Drive Tallahassee, FL 32308 |
| Matthew M. Cohen, M.D. | 2864B Remington Green Circle Tallahassee, FL 32308 |
| Tracey E. Hellgren, M.D. | 1160 Apalachee Parkway Tallahassee, FL 32301 |
| Karl F. Hempel, M.D. | 1511 Surgeons Drive, Suite A Tallahassee, FL 32308 |
| Thomas L. Hicks, M.D. | 3258 North Monroe Street Tallahassee, FL 32303 |
| David E. Kaproth, M.D. | 1841 Fiddler Court Tallahassee, FL 32308 |
| Julie Kelch, M.D. | 616 Universal Drive Tallahassee, FL 32303 |
| William T. Kepper, M.D. | 1885 Profession Park Circle, Suite 30 Tallahassee, FL 32308 |
| Esaias Lee, M.D. | 3333 Capital Oaks Drive Tallahassee, FL 32308 |
| Terence P. McCoy | 2412 W. Plaza Drive Tallahassee, FL 32308 |

| | |
|---------------------------|--|
| John Ness, M.D. | 616 Universal Drive Tallahassee, FL 32303 |
| H. Whit Oliver, M.D. | 1885 Profession Park Circle, Suite 30 Tallahassee, FL 32308 |
| William J. Placilla, M.D. | 1160 Apalachee Parkway Tallahassee, FL 32308 |
| Laura Preston, M.D. | 3217 Capital Medical Blvd. Tallahassee, FL 32308 |
| Randy Reese, M.D. | 2907 Kerry Forest Parkway Tallahassee, FL 32308 |
| Fred H. Ross, M.D. | 1612 West Plaza Drive Tallahassee, FL 32308 |
| Chris A. VanSickle, M.D. | 1636 N. Plaza Drive Tallahassee, FL 32308 |
| Gary E. Winchester, M.D. | 1511 Surgeons Drive, Suite A Tallahassee, FL 32308 |
| Barbara Williams, M.D. | 1160 Apalachee Parkway Tallahassee, FL 32301 |
| Edwardo Williams, M.D. | 3333 Capital Oaks Drive Tallahassee, FL 32308 |

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is **Karl F. Hempel, M.D., 1511 Surgeons Drive, Suite A, Tallahassee, FL 32308.**

Article IX
Amendment

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

Article X
Dissolution

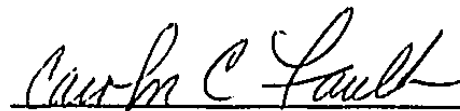
Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by such shareholder.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 29th day of March, 1996.


Karl F. Hempel, M.D.

STATE OF FLORIDA)
) ss:
COUNTY OF LEON)

The foregoing instrument was acknowledged before me by Karl F. Hempel, M.D., this 29th day of March, 1996.


Notary Public, State of Florida
at Large.

My Commission Expires:



CAROLYN C. FAULK
MY COMMISSION # CC 201999 EXPIRES
JUNE 3, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

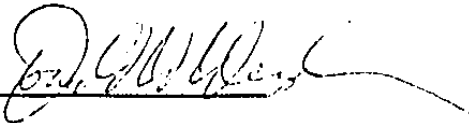
**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

DIVISION OF CORPORATIONS
STATE OF FLORIDA
APR 15 PM 1:47

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

That **Family Physician Associates, P.A.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Donald W. Weidner, Esquire, Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida, 32256** its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: 

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by **Donald W. Weidner, Esquire** this ____ day of April, 1996.



Notary Public

State of Florida At Large




CRYSTAL H RINER
My Commission CC489924
Expires Oct. 08, 1999

My commission expires:

ACCEPTANCE

I hereby agree to act as registered agent for **Family Physician Associates, P.A.** as stated in the Articles of Incorporation of said Corporation.


Donald W. Weidner, Esquire

P96000033673

LAW OFFICES
WEIDNER & WORTELBOER

JUANINO H. CORIS
DONALD W. WEIDNER
ROBERT L. WORTELBOER

10161 CENTURION PARKWAY NORTH, SUITE 190
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0004
FACSIMILE (904) 641-0760

CRYSTAL H. RINER,
ADMINISTRATOR

June 17, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

300002216773-15
-05/19/97--01005--011
*****35.00 *****35.00

Name Change

Re: Filing of Articles of Amendment to Articles of Incorporation for Family Physician Associates, P.A.

Amend

Dear Division of Corporations:

Please find enclosed an original and a copy of the Family Physician Associates, P.A. Articles of Amendment to Articles of Incorporation and a check in the amount of \$35.00 made payable to "Secretary of State". Please file the same and return a receipt dated copy to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,

[Signature]

Donald W. Weidner

Enclosure
DWW/chr

D:\WP60\DOCS\960531\LETTERS\SECSTATE.LT2

| | |
|---------------|---------|
| Name | 6/19/97 |
| Availability | |
| Document | |
| Examiner | |
| Updater | |
| Update | |
| Verifier | |
| Approval | |
| W.P. Verifier | |

RECEIVED
97 JUN 19 AM 10:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Will wait

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FAMILY PHYSICIAN ASSOCIATES, P.A.


FILED
JUN 19 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Article IX of its Articles of Incorporation and the provisions of Section 607.1006, *Florida Statutes*, the Corporation adopts the following articles of amendment to its Articles of Incorporation:

I. Article I, Name is hereby amended by changing the name of this corporation from Family Physician Associates, P.A. to Tallahassee Primary Care Associates, P.A.

II. The foregoing change of name amendment was approved on December 16, 1996, by greater than seventy five percent (75%) of the shareholders as required by Article IX of the Articles of Incorporation.

Signed this 18 day of June, 1997.



Karl Hempel, M.D., President