

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086



P960000035881

ACCOUNT NO. : 072100000032

REFERENCE : 929680 4369500

AUTHORIZATION : Patricia Ryzut

COST LIMIT : \$ 122.50

ORDER DATE : April 24, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 929680

CUSTOMER NO: 4369500

500001798165

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

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

DOMESTIC FILING

NAME: NORTH FLORIDA GULF COAST  
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: Daniel W Leggett

EXAMINER'S INITIALS:

Dmc 4/25/96

FILED  
95 APR 24 PM 1:19  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA GULF COAST MEDICAL GROUP, INC.

FILED

06 APR 24 PM 1:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of NORTH FLORIDA GULF COAST MEDICAL GROUP, 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 NORTH FLORIDA GULF COAST MEDICAL GROUP, 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 4400 N.W. Highway 20, Suite 410, Niceville, Florida 32578.

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 nine (9) 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).

#### 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 Gregory W. Turner, M.D., 4400 N.W. Highway 20, Suite 410, Niceville, Florida 32578.

**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 13 day of Dec, 1996.

A handwritten signature in dark ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

---

Gregory W. Turner, M.D.  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED

96 APR 24 PM 1:19

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI. OF THE  
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.

DATED THIS 24<sup>TH</sup> DAY OF April, 1996.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Registered Agent

Gail Shelby

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2007  
904.232.9071  
TALLAHASSEE, FL 32301-2007

800-342-8086

**CSC networks**  
PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

**P96000035881**

ACCOUNT NO. : 072100 10032  
REFERENCE : 088341 4369500  
AUTHORIZATION : *Patricia Pizotti*  
COST LIMIT : \$ 87.50

ORDER DATE : September 17, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 088341

CUSTOMER NO: 4369500

CUSTOMER: Judy Diamond, Legal Assistant  
Mcdermott, Will & Emery  
201 South Biscayne Boulevard  
22nd Floor  
Miami, FL 33131-4335

DOMESTIC AMENDMENT FILING

NAME: NORTH FLORIDA GULF COAST  
MEDICAL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

RECEIVED  
55 SEP 17 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*9/17*  
*Jon*  
*Name*  
*Change*  
*L.C.*

ARTICLES OF AMENDMENT OF  
NORTH FLORIDA GULF COAST MEDICAL GROUP, INC.

96 SEP 17 PM 3:48  
SECRET  
TALLAHASSEE FLORIDA

ITEM I.

Article I of the Articles of Incorporation of NORTH FLORIDA GULF COAST MEDICAL GROUP, INC., a Florida corporation, is hereby amended to read:

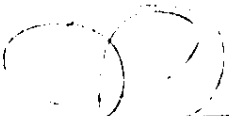
ARTICLE I - NAME

The name of this corporation is GULF COAST MEDICAL GROUP, INC. (the "Corporation").

ITEM II.

The foregoing Amendment was adopted by the sole incorporator of this corporation as of August 28, 1996. Since this corporation has not yet issued shares and has no shareholders, the sole incorporator has the authority to adopt these Articles of Amendment pursuant to Section 607.1005 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator of this corporation has executed these Articles of Amendment as of the 28th day of August, 1996.

  
\_\_\_\_\_  
Gregory W. Turner, M.D.  
Incorporator