

P96000040357

KEVIN L. DOWNEY

ATTORNEY AT LAW

3001 E. N.W. 41ST STREET  
GAINESVILLE, FLORIDA 32606

(813) 370-4001

May 2, 1995

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

EFFECTIVE DATE  
May 2, 1996

Re: Putnam Diagnostic Imaging Center, P.A.

300001810833  
-05/07/96--01051--001  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

Enclosures (2)

RECEIVED  
TALLAHASSEE DIVISION  
MAY 10 1996

56 MAY 6 PM 1:24

635/10/96

## ARTICLES OF INCORPORATION

of

53 MAY 6 PM 1996

Putnam Diagnostic Imaging Center, P.A.

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

## ARTICLE I

Name of Corporation, Principal Office, and Mailing Address

EFFECTIVE DATE

May 2, 1996

The name of the corporation is: Putnam Diagnostic Imaging Center, P.A.

The principal office and mailing address of this corporation will be Putnam Community Hospital, Highway 20 West, Palatka, Florida 32178.

## ARTICLE II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a) To engage in every aspect in the practice of medicine, and all its fields of specialty.
- b) To engage and render the professional services involved only through its officers, agents, and employees who shall be physicians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

**ARTICLE III**  
**Capital Stock**

- a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c) Shares in this Corporation's stock shall be issued only to doctors of medicine in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.
- d) All Shareholders shall have preemptive rights in future stock sales by the corporation.

**ARTICLE IV**  
**Duration**

The Corporation shall have perpetual existence, commencing on the date of execution of these articles.

**ARTICLE V**  
**Initial Registered Agent**

The name and address of this corporation's initial Registered Agent is:

Kevin I. Downey  
2631 N.W. 41st Street, Suite B-2  
Gainesville, Florida 32606

**ARTICLE VI**  
**Incorporator**

The name and address of the Incorporator is:

Kevin I. Downey  
2631 N.W. 41st Street, Suite B-2  
Gainesville, Florida 32606

**ARTICLE VII**  
**Board of Directors**

The Corporation shall have an initial Board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

James D. McDowell, M.D.	<u>Putnam Community Hospital, Highway 20 West,</u> <u>Palatka, Florida 32178.</u>
Wayne Garrett, M.D.	<u>Putnam Community Hospital, Highway 20 West,</u> <u>Palatka, Florida 32178.</u>
John Soong, M.D.	<u>Putnam Community Hospital, Highway 20 West,</u> <u>Palatka, Florida 32178.</u>

**ARTICLE VIII**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

**ARTICLE IX**  
**Severance and Termination of Employment**

If any officer, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which this Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, then he shall forthwith sever all employment with this Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation or other Shareholders shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

**ARTICLE X**  
**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken, or to be taken, by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


**ARTICLE XI**  
**Indemnification**

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


**ARTICLE XII**  
**Bylaw Amendment**

The power to adopt, alter, amend, or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders, provided such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on May 2, 1996.

  
Kevin I. Downey, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
Kevin I. Downey  
Registered Agent

P96000040357

KEVIN L. DOWNEY  
ATTORNEY AT LAW  
2001 B.N.W. 40th STREET  
GAINESVILLE, FLORIDA 32606  
(352) 379-4554

July 24, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

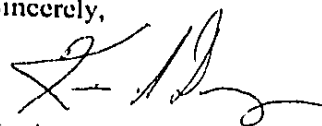
Re: Filing Article of Amendment to Articles of Incorporation for  
Putnam Diagnostic Imaging Center, P.A.

Gentlemen:

I am enclosing herewith an original of the Article of Amendment to the Articles of  
Incorporation for Putnam Diagnostic Imaging Center, P.A., changing the corporation's principal  
office and mailing address under Article 1. In addition, a check in the sum of \$35.00 is enclosed  
for the filing fee. Please file the enclosed Article of Amendment, and confirm the filing to my  
office at the above address. Your prompt attention to this matter is appreciated.

Thank you.

Sincerely,

  
Kevin L. Downey

Enclosures

Amended  
7/21/96

FILED  
JUL 25 AM 8:03  
DIVISION OF CORPORATIONS

900001913929  
-08/06/96--01107--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

DIVISION OF CORPORATIONS

ARTICLE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

Putnam Diagnostic Imaging Center, P.A.

FILED  
JUL 25 1996  
CLERK

Pursuant to the provisions of Section 607.1005, Florida Statutes, the undersigned Incorporator adopts the following article of amendment to the articles of incorporation of Putnam Diagnostic Imaging Center, P.A.:

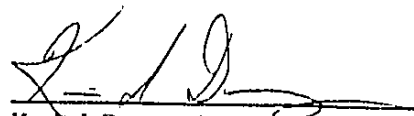
I. Amendment adopted: The second sentence of Article I is amended to read:

The principal office address of this corporation is 2631-A N.W. 41st Street, Gainesville, Florida 32606, and the mailing address of this corporation will be P.O. Box 1658, Palatka, Florida 32178.

II. Adoption of Amendment: The amendment was adopted by the undersigned Incorporator, as the corporation has yet to issue shares and no shareholder action is required.

Signed this 24<sup>th</sup> day of July, 1996

By:

  
Kevin I. Downey, Incorporator

P96 000040357

KEVIN I. DOWNEY  
ATTORNEY AT LAW  
2011 HENRY STREET  
GAINESVILLE, FLORIDA 32601

(352) 370-4554

September 10, 1996


Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida, 32314

Re: Putnam Diagnostic Imaging Center, Inc.  
Document # P96000040357.

Gentlemen:

Please update your records to reflect that Putnam Diagnostic Imaging Center, Inc. Document # P96000040357, has changed its mailing address to **P.O. Drawer 1659, Palatka, Florida 32178**. Please direct all future correspondence to that address. If you have any questions, please contact my office at the above address.

Sincerely,



Kevin I. Downey

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9.12.96