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-06/18/96--01024--009  
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June 18, 1996

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-06/18/96--01024--010  
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Via Hand Delivery

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Lake City Ambulatory Surgery Center, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$225.00 to cover the filing fee.

Also, enclosed is our check in the amount of \$8.75 for a Certificate of Status for this corporation. I would appreciate you contacting my office as soon as this is ready and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please do not hesitate to give me a call.

Sincerely,

*Robert A. Pierce*  
Robert A. Pierce

RAP/ss  
Enclosures

RECEIVED  
JUN 18 11 25 AM  
DIVISION OF CORPORATIONS

FILED  
JUN 18 11 43 AM '96  
DIVISION OF CORPORATIONS

*Call with  
Ready  
224-9115  
SAS  
6/18/96*

**ARTICLES OF INCORPORATION  
OF  
LAKE CITY AMBULATORY SURGERY CENTER, INC.**

FILED  
06 JUN 18 AM 10:43  
CLERK OF DISTRICT COURT  
LAKE CITY, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.  
Name and Principal Office**

The name of this Corporation shall be **LAKE CITY AMBULATORY SURGERY CENTER, INC.** The principal place of business and mailing address of this Corporation is 2300 South First Street, Lake City, Florida 32055.

**ARTICLE II.  
Nature of Business**

The Corporation may engage in the operation of an ambulatory surgery center, any related activities and any other or all activities or business permitted under the laws of the State of Florida in Lake City, Columbia County, Florida.

**ARTICLE III.  
Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights

of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.  
Incorporator**

The names and street addresses of the Incorporators of this Corporation are as follows: (RM)

Richard M. Wright, M.D.  
2300 South First Street  
Lake City, Florida 32025

Guy S. Strauss, D.O.  
2300 South First Street  
Lake City, Florida 32025

**ARTICLE VI.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.  
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time

change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.  
Number of Directors**

This Corporation shall have no less than two Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.  
Initial Board of Directors**

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected is as follows:

Richard M. Wright, M.D.  
2300 South First Street  
Lake City, Florida 32055

Guy S. Strauss, D.O.  
2300 South First Street  
Lake City, Florida 32055

**ARTICLE X.  
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President, Secretary &  
Treasurer

Richard <sup>L</sup>M. Wright, M.D.

**ARTICLE XI.  
Transactions In Which Directors  
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.  
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIII.  
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of

Incorporation, has executed these Articles of Incorporation this  
4th day of April, 1996.

Richard M. Wright, M.D.

Richard M Wright, M.D.  
Incorporator  
L.

(Ru)

Guy S. Strauss, D.O.

Guy S. Strauss, D.O.  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 4th  
day of April, 1996, by Richard M. Wright, M.D., who is  
personally known to me and who did not take an oath.

Lynne R. Eberhardt

Signature of Notary Public  
Notary Seal/Stamp:



LYNNE R. EBERHARDT  
My Commission CC461785  
Expires Jun. 20, 1999

STATE OF FLORIDA  
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 4th  
day of April, 1996, by Guy S. Strauss, D.O., who is  
personally known to me and who did not take an oath.

Lynne R. Eberhardt

Signature of Notary Public  
Notary Seal/Stamp:



LYNNE R. EBERHARDT  
My Commission CC461785  
Expires Jun. 20, 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

LAKE CITY AMBULATORY SURGERY CENTER, INC. desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent.

*Richard L. Wright, M.D.*  
Richard L. Wright, M.D.  
Incorporator  
Date: 4/4, 1996

*Guy S. Strauss, D.O.*  
Guy S. Strauss, D.O.  
Incorporator  
Date: 4/4, 1996

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

*Robert A. Pierce*  
ROBERT A. PIERCE  
Registered Agent  
Date: 6-17, 1996