

P9600005940

Paula M. Gainey
2408 NW 156th Avenue
Gainesville, Florida 32609

July 8, 1996

Secretary of State
Division of Corporations
400 E. Gaines Street
Tallahassee, Florida 32314

800001893746
-07/16/96--01013--004
***122.50 ***122.50

**Re: Filing of Articles of Incorporation for
Physicians' Management Consultants, Inc.**

Dear Madam or Sir:

I enclose two counterparts of the Articles of Incorporation for Physicians' Management Consultants, Inc. for filing and for certified copy to be returned to me, respectively. I also enclose my check in the amount of \$122.50 payable to the Secretary of State of Florida in payment of the filing fees and for the certified copy. We have previously verified that this name is available.

Upon filing, please send the certified copy to me at the corporate address: Paula M. Gainey, 2408 NW 156th Avenue, Gainesville, Florida 32609.

The corporation is to begin its existence upon filing of the Articles.

Thank you for your assistance.

Paula M. Gainey
Paula M. Gainey

FILED
56 JUL 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-16-96
122

**ARTICLES OF INCORPORATION
OF
PHYSICIANS' MANAGEMENT CONSULTANTS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **PHYSICIANS' MANAGEMENT CONSULTANTS, INC.**

ARTICLE II

The general nature of the businesses to be transacted by the corporation shall be as follows:

(a) To render reimbursement services to medical service providers including, but not limited to: physicians, chiropractors, dentists, physical therapists, mental health practitioners, or any other providers of medical services, by filing insurance claims through federal, state or private insurance companies or entities.

(b) To buy, sell, and otherwise dispose of, hold, own, improve, lease, mortgage, and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

(c) To buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate, and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

(d) To acquire by subscription, purchase, or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate, and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of

municipal and governmental subdivisions, agencies, and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation, or enhancement in value of any securities, choses in action, properties, or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers, and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

(e) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue, and transfer promissory notes, debentures, bills of exchange, bonds, warrants, and other negotiable or transferable instruments, and to issue, sell, and dispose of bonds, notes, debentures, or other obligations of the corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise;

(f) To acquire the goodwill, rights, and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association, or corporation, to pay therefor in cash the stock, bonds, notes, debentures, or other obligations of the corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquire, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(g) To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association, or individual to the extent the Board of Directors deems advisable to promote the business, interests, and purposes of the corporation, and any corporation whose stocks, bonds, securities, or other obligations are in any manner, either directly or indirectly, held

or guaranteed by the corporation; to do any and all other acts or things toward the protection, conservation, or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any acts or things designed to accomplish any such purpose;

(h) To employ its surplus earnings or accumulated profits from time to time as its Directors may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures, or other securities of the corporation, to the extent permitted by law;

(i) To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses, and privileges, inventions, improvements, and processes, copyrights, trademarks, and trade names relating to or useful in connection with any business of the corporation;

(j) To enter into, make, perform, and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions, or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental (municipal or public authority, domestic or foreign) located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal, or public authority any rights, privileges, or concessions which the corporation may think desirable to obtain and to carry out, exercise, and comply with any such rights, privileges, and concessions;

(k) To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities, or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the corporation shall have and may use,

exercise, and enjoy all of the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers, or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers, and purposes of the corporation; and that the objects, powers, and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers, and objects.

ARTICLE III

The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any time shall be Seven Thousand Five Hundred (7,500) shares having a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to the capital stock or securities of the corporation; the corporation, from time to time, may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock, and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the corporation without offering such shares, rights, or options to purchase shares, bonds, notes, debentures, or other securities (whether now or hereafter authorized) to the stockholders then holding shares of its capital stock.

ARTICLE IV

The corporation shall have perpetual existence. Existence of the corporation shall begin immediately upon the filing of these Articles of Incorporation.

ARTICLE V

The street address of the initial registered office of this corporation in Florida shall be 2408 N.W. 156th Avenue, Gainesville, Florida 32609, and its initial registered agent at that address shall be Paula M. Gainey, 2408 N.W. 156th Avenue, Gainesville, Florida 32609. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VI

The number of the Directors of this corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the By-Laws.

ARTICLE VII

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

NAME

Paula M. Gainey

ADDRESS

2408 N.W. 156th Avenue
Gainesville, Florida 32609

R. Robert Gainey

2408 N.W. 156th Avenue
Gainesville, Florida 32609

ARTICLE VI

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

NAME

STREET ADDRESS

Paula M. Gainey

2408 N.W. 156th Avenue
Gainesville, Florida 32609

R. Robert Gainey

2408 N.W. 156th Avenue
Gainesville, Florida 32609

ARTICLE IX

The corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase, and redemption of shares of stock of the corporation.

ARTICLE X

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation, except such as may be by statutes or by the Articles or Incorporation or amendment thereto or by the Bylaws as constituted from time to time, expressly conferred upon, or reserved to the stockholders.

(2) Subject always to such Bylaws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter, and amend the Bylaws of the corporation, but any Bylaws adopted, altered, or amended by the Directors may be altered, amended, or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the Bylaws; such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors, subject to the Bylaws.

(4) No Director or officers of this corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this corporation, either as vendor, purchaser, or otherwise; nor, in the absence of fraud, shall any contract, transaction, or act of this corporation be void or voidable or affected by reason of the fact that any such Director or officer or any firm of which any such Director or officer is a member or an employee or any corporation of which any such Director or officer is an officer, director, stockholder, or employee has any interest in such contract, transaction, or act, whether or not adverse to the interest of this corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have

been necessary to obligate this corporation upon such contract, transaction, or act; and no Director or Directors or officer or officers having such interest shall be liable to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction, or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

ARTICLE X

This corporation reserves the right to amend, alter, change, or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribed incorporators, have hereunto set our hands and seals for the purpose of forming this corporation under the laws of the State of Florida; we hereby make, subscribed, acknowledge, and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 12th day of July, 1996.

Paula M. Gainey (SEAL)
Paula M. Gainey

R. Robert Gainey (SEAL)
R. Robert Gainey

STATE OF FLORIDA)
 SS
COUNTY OF ALACHUA)

BEFORE ME, the undersigned authority, personally appeared this day the following: Paula M. Gainey and R. Robert Gainey, all parties to the foregoing Articles of Incorporation, each to me known to be the individuals described in and who executed the foregoing Articles of Incorporation,

by (X) personal knowledge; () by producing identification to me in the form of a valid drivers' license, and they severally acknowledged before me that they each made, subscribed, and acknowledged the foregoing Articles of Incorporation as their several voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 12 day of July, 1996.



SHARON H. TRAUTMAN

Printed Name

NOTARY PUBLIC, STATE OF FLORIDA



(Notarial Seal)

**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That **PHYSICIANS' MANAGEMENT CONSULTANTS, INC.**, desiring to
organized under the laws of the State of Florida with its principal office as indicated in the Articles
of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named Paula
M.Gainey, located at 2408 N.W. 156th Avenue, Gainesville, Florida 32609 as its agent to accept
service of process within the State of Florida.

PHYSICIANS' MANAGEMENT CONSULTANTS, INC.

BY: R. Robert Gainey
R. Robert Gainey, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place
designated in this certificate, I hereby accept such appointment and agree to act in this capacity and
agree to comply with the provisions of law relating to keeping said office open.

Paula M. Gainey
Paula M. Gainey, Registered Agent

FILED
96 JUL 15 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA