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LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 024517 7103418

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : July 18, 1996

ORDER TIME : 1:25 PM

ORDER NO. : 024517

CUSTOMER NO: 7103418

100001898731

CUSTOMER: Ms. Page Underwood
JENKINS & GILCHRIST

Suite 1800
1100 Louisiana
Houston, TX 77002

DOMESTIC FILING

NAME: MARSLAND & SULLIVAN, P.A.

** Needs file date of 7/18 **

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: Carina L. Dunlap

EXAMINER'S INITIALS:

*612-671
Wale-15099*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 18 AM 11:43

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DIVISION OF CORPORATION

7/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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96 JUL 18 AM 11:43

July 19, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: MARSLAND & SULLIVAN, P.A.
Ref. Number: W96000015099

We have received your document for MARSLAND & SULLIVAN, P.A. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 096A00035014

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

**MARSLAND & SULLIVAN, P.A.
A Florida Professional Corporation**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 10 AM 11:43

The undersigned, a natural person of the age of eighteen years or more who is duly licensed to practice medicine and to render services as such under the laws of the State of Florida, acting as incorporator of a professional corporation under the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such professional corporation.

**ARTICLE I
NAME, ADDRESS, AND REGISTERED AGENT**

1.1 Name and Address. The name and address of the professional corporation shall be Maraland & Sullivan, P.A. ("Corporation"), 1895 Kingsley Avenue, Orange Park, Florida 32073-4466.

1.2 Principal Office. The principal office of the Corporation shall be at 1895 Kingsley Avenue, Orange Park, Florida 32073-4466.

1.3 Registered Agent and Office. The street address of the Corporation's initial registered office is Milam Otero & Larsen, 1301 River Place Boulevard, Suite 1301, Jacksonville, Florida 32207, and the name of its initial registered agent at such address is Peter O. Larsen.

**ARTICLE II
DURATION AND CONTINUITY**

2.1 Duration. The duration of this Corporation shall be perpetual subject to the Florida Business Corporation Act and Section 2.2 hereof. No shareholder shall have the power to dissolve the corporation by such shareholder's independent act of any kind.

2.2 Voluntary Dissolution. The Corporation shall be voluntarily dissolved solely in accordance with the requirements of this Section. At a special shareholders meeting called for the sole purpose of considering whether to vote on a resolution of the Board of Directors recommending to the shareholders the voluntary dissolution of the Corporation, the shareholders shall consider and vote on whether to vote on the resolution of the Board of Directors recommending to the shareholders the voluntary dissolution of the Corporation. Notice of the meeting shall be sent to each Shareholder entitled to vote no less than ten (10) nor more than sixty (60) days before the meeting date. Such notice shall state that the purpose, or one of the purposes of the meeting is to consider dissolving the Corporation. If less than all the issued and outstanding shares entitled to vote are voted in favor of voting on the resolution of the Board of Directors recommending to the shareholders the voluntary dissolution of the Corporation, then the shareholders shall not vote on a resolution of the Board of Directors recommending to the

Shareholders the voluntary dissolution of the Corporation and, until one year has passed, shall not hold another special shareholders meeting called for the purpose of considering whether to vote on a resolution of the Board of Directors recommending to the Shareholders the voluntary dissolution of the Corporation. If all the issued and outstanding shares of the Corporation entitled to vote are voted in favor of voting on the resolution of the Board of Directors recommending to the Shareholders the voluntary dissolution of the Corporation, then a second special shareholders meeting, which may be held no earlier than sixty (60) days after the first special shareholders meeting, shall be called to vote on the resolution of the Board of Directors recommending to the Shareholders the voluntary dissolution of the Corporation. At the special shareholders meeting called for the sole purpose of considering whether to dissolve the Corporation voluntarily, the shareholders shall consider and vote on whether to dissolve the Corporation voluntarily. If less than all the issued and outstanding shares entitled to vote are voted in favor of voluntary dissolution of the Corporation, then the Corporation shall not be dissolved, and, until one year has passed, the shareholders shall not hold another special shareholders meeting called for the purpose of considering whether to vote on voluntary dissolution of the Corporation. If all the issued and outstanding shares of the Corporation entitled to vote are voted in favor of voluntary dissolution of the Corporation, then the Corporation shall be voluntarily dissolved.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in the practice of medicine or osteopathic medicine and to own and hold such property, enter into contracts, and carry on any business useful for, incidental to, necessary for or appropriate for the successful operation of the foregoing activities; provided, however, that professional medical services shall be rendered only through members, officers, employees and agents, who are duly licensed to practice medicine under the laws of the State of Florida.

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment, attainment, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Professional Service Corporation and Limited Liability Company Act, the Florida Business Corporation Act, or otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

ARTICLE IV INITIAL DIRECTORS

The Corporation shall be governed by a Board of Directors elected by the shareholders in accordance with the Bylaws. The initial Board of Directors shall consist of two (2) directors, provided, however, the number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation.

The names and addresses of the persons who will serve as directors until the first annual meeting of the shareholders or until their successors have been duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas A. Marsland, M.D.	1895 Kingsley Avenue Orange Park, Florida 32073-4466
J. Wynn Sullivan, D.O.	1895 Kingsley Avenue Orange Park, Florida 32073-4466

ARTICLE V BYLAWS

The Board of Directors of the Corporation shall have the power and authority to adopt, amend and alter the bylaws of the Corporation by a majority vote.

ARTICLE VI CAPITAL, VOTING, CONSIDERATION

The aggregate number of shares of capital stock the Corporation shall have authority to issue is One Thousand (1,000), having a par value of one cent (\$.01), designated common stock. The Board of Directors shall determine the consideration to be received for each share of ownership in the Corporation. None of the shares of common stock of the Corporation shall be issued to anyone other than an individual duly licensed to practice medicine or osteopathic medicine in the State of Florida. Each shareholder shall be entitled to one vote for each share of common stock owned by such shareholder and shall be entitled to the Corporation's assets and have such other rights as set forth in the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act. The Corporation shall not begin business until it has received for the issuance of its shares money, labor done, or property actually received.

ARTICLE VII DIRECTOR CONFLICT OF INTEREST

No contract or transaction between the Corporation and one more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other

organization in which one or more of its directors or officers are directors or officers or have a financial interest shall be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

- (a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum, provided, however, that the contract or transaction shall not be authorized by the vote of only a single director; or
- (b) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Shareholders.
- (c) The Contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or by a committee thereof, or the Shareholders.

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 which authorizes the contract or transaction. This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision or to subject any director or officer to any liability that he or she would not be subject to in the absence of this provision.

ARTICLE VIII INDEMNIFICATION

The Corporation shall have the power and authority to indemnify any person to the fullest extent permitted by law.

ARTICLE IX DIRECTOR IMMUNITY

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its Shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for:

- (a) A breach of the director's duty of loyalty to the Corporation or its Shareholders;

- (b) An act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) An act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article by the Shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the Corporation or its Shareholders to such further extent as permitted by any law hereafter enacted, including, without limitation, any subsequent amendment to the Florida Business Corporation Act or the Florida Professional Service Corporation and Limited Liability Company Act.

ARTICLE X **CONSENT IN LIEU OF MEETING**

Except as otherwise set forth in Section 2.2 of these Articles of Incorporation, any action which may be taken, or which is required by law or the Articles of Incorporation or bylaws of the Corporation to be taken, at any annual or special meeting of (a) Shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted thereon, and (b) directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by all directors.

ARTICLE XI **CUMULATIVE VOTING**

Cumulative voting for the election of directors or for any other matter is expressly denied and prohibited.

**ARTICLE XII
PREEMPTIVE RIGHTS**

Shareholders shall have no preemptive rights.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator is Thomas A. Marsland, M.D., 1895 Kingsley Avenue, Orange Park, Florida 32073-4466.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of July, 1996.

A handwritten signature in cursive script, reading "Thomas A. Marsland", written over a horizontal line.

Thomas A. Marsland, M.D.
Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes,
the following is submitted:

MARSLAND & SULLIVAN, P.A., desiring to organize or qualify under the laws of the
State of Florida hereby designates Peter O. Larsen as its registered agent to accept service of
process within the State of Florida, and the address of its registered office shall be Milam Otero
& Larsen, 1301 River Place Boulevard, Suite 1301, Jacksonville, Florida 32207.

Dated: 7/16/96

Thomas A. Marsland
Incorporator

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to accept the appointment as registered agent
and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties, and I am familiar with and accept
the obligations of my position as registered agent.

Dated: 7/16/96

Peter Larsen
Registered Agent

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