

# P96000079466

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)

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OFFICE USE ONLY

96 SEP 25 11:10:54  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Gary C. Bernard, M.P., P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time 1:00  
 Mail out     Will wait     Photocopy     Certified Copy  
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials TC

**ARTICLES OF INCORPORATION  
OF  
GARY C. BERNARD, M.D., P.A.**

The undersigned, acting as incorporator of GARY C. BERNARD, M.D., P.A. under the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

Gary C. Bernard, M.D., P.A.

**ARTICLE II. PURPOSE**

The sole and specific purpose of this corporation shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed doctor of medicine under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine;

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above described professional services.

(c) In general, to have and exercise all powers conferred by the laws of the state of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE III. ADDRESS**

The street address of the initial principal office and the mailing address of the corporation are:

13683 Glenhaven Court  
Jacksonville, Florida 32224

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**ARTICLE IV. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the corporation and names Intrastate Registered Agent Corporation the corporation's initial registered agent at that address to accept service of process within this state.

**ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Gary C. Bernard, M.D.

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Donald W. Wallis	50 N. Laura Street, Suite 3900 Jacksonville, FL 32202

**ARTICLE IX. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days

after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on September 24, 1996.




Donald W. Wallis  
Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned corporation agrees to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

#### INTRASTATE REGISTERED AGENT CORPORATION

Dated: September 24, 1996



Donald W. Wallis, Vice President

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