



J. Michael Ray, M.D.  
David H. Lucas, M.D.

P960000 79649

July 12, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32314

300001902123  
-07/23/96--01111-004  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation - C & F MANAGEMENT CO., INC.

Dear Sirs:

Enclosed is original and one (1) copy of Articles of Incorporation of C & F MANAGEMENT CO., INC., with our check # 4442 in the amount of \$122.50 to cover filing fees and one certified copy.

Also enclosed is a Federal Express envelope express back the certified copy.

Thank you.

Sincerely,

*Linn Tuttle*

LINN TUTTLE  
Business Manager

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 24 PM 12:28

FILED

EFFECTIVE DATE

9.23.96

Orlando  
100 W. Gore Street  
(407) 849-1200

Clermont  
Business Office  
702 Monroe Street  
Clermont, FL 34711  
(904) 242-0404  
FAX (904) 242-0877

Tallahassee  
129 S. Fifth Street  
(941) 421-7411

Dmc  
9.24.96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

July 24, 1996

**LINN TUTTLE**  
**702 MONTROSE ST**  
**CLERMONT, FL 34711**

**SUBJECT: C & F MANAGEMENT CO., INC.**  
**Ref. Number: W96000015543**

We have received your document for C & F MANAGEMENT CO., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6931.

**Garrett Blanton**  
**Document Specialist**

**Letter Number: 996A00035700**



J. Michael Ray, M.D.  
David H. Lucas, M.D.

September 23, 1996

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32314

RE: Articles of Incorporation - C & F MANAGEMENT CO., INC.

Dear Sirs:

Enclosed is a corrected original and one (1) copy  
of Articles of Incorporation of C & F MANAGEMENT CO., INC.

Also enclosed is a copy of your letter dated July  
24, 1996.

Thank you.

Sincerely,

LINDA K. TUTTLE  
Business Manager

ARTICLE OF INCORPORATION  
OF  
C&F MANAGEMENT CO., INC.

FILED  
96 SEP 24 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE  
9-23-96

The name of the corporation shall be C & F MANAGEMENT CO., INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To conduct the practice of law and to transact any lawful business for which corporations may be incorporated under the Florida Professional Service Corporation Act: and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certification of Incorporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be: 232 S. Dillard Street, Suite 202, Winter Garden, Florida 34787.

The name of the initial registered agent and her address shall be: LINDA K. TUTTLE, 232 S. Dillard Street, Suite 202, Winter Garden, Florida 34787.

**ARTICLE VI - INITIAL OFFICER(S)**

The name(s) and street address(es) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (her/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Hettie Bass	232 S. Dillard St. Winter Garden, FL 34787	President
Linda K. Tuttle	232 S. Dillard St. Winter Garden, FL 34787	Vice Pres.
John Moore	232 S. Dillard St. Winter Garden, FL 34787	Vice Pres.

#### ARTICLE VII - INITIAL DIRECTOR(S)

This corporation shall consist of a minimum of one(1), and a maximum of then(10) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one(1). The name(s) and street address(es) of the initial director(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified, (is/are):

<u>Name</u>	<u>Street Address</u>
Hettie Bass	232 S. Dillard St., Winter Garden, FL 34787
Linda K. Tuttle	232 S. Dillard St., Winter Garden, FL 34787
John Moore	232 S. Dillard St., Winter Garden, FL 34787

#### ARTICLE VIII - Incorporator

The following is the name and street address of the incorporator to these Articles of Incorporation: HETTIE BASS, 232 S. Dillard Street, Suite 202, Winter Garden, Florida 34787.

#### ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for

the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

**ARTICLE X - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or or any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23<sup>rd</sup> day of September, 1996.

Hettie Bass  
HETTIE BASS

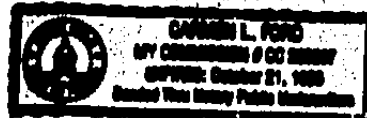


STATE OF FLORIDA    )  
                          )    SS:  
COUNTY OF ORANGE    )

BEFORE ME a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared HETTIE BASS, by proof of Florida Drivers License, who has executed the foregoing Articles of Incorporation and she has acknowledged before me that she has executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 23 day of September, 1996.

Carman L. Ford  
Notary Public  
Commission Expires:



**FILED**

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

SEP 24 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

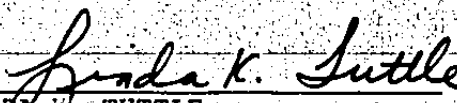
In pursuance of Chapter 48.091, Florida Statutes,  
the following is submitted in compliance with this Act:

FIRST: C & F MANAGEMENT CO., INC., desiring to  
organize under the laws of the State of Florida with its  
principal office as indicated in the Articles of  
Incorporation: 232 S. Dillard Street, Suite 202, Winter  
Garden, Florida 34787.

SECOND: The name of the initial Registered Agent  
of this Corporation is: LINDA K. TUTTLE, whose address is:  
232 S. Dillard Street, Suite 202, Winter Garden, Florida  
34787, its agent to accept service of process within the  
state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for  
the above stated Corporation, at place designated in this  
certificate, I hereby accept to act in this capacity and  
agree to comply with the provisions of this Act relative to  
keeping this office.

  
LINDA K. TUTTLE