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JACKSONVILLE, FLORIDA

PLEASE REPLY TO:
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JACKSONVILLE, FLORIDA 32255-0700
TELEFAX (904) 298-2111

SUITE 200, SOUTHPOINT BUILDING
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JACKSONVILLE, FLORIDA 32216
TELEPHONE (904) 298-2111

October 18, 1996

VIA FEDERAL EXPRESS 1326356603

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

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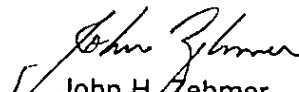
Re: First Coast Podiatry Associates, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,


John H. Zehmer

Enclosures
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**ARTICLES OF INCORPORATION
OF
FIRST COAST PODIATRY ASSOCIATES, INC.**

The Articles of Incorporation of First Coast Podiatry Associates, Inc., a corporation for profit, are hereby set forth as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be "First Coast Podiatry Associates, Inc." (hereinafter referred to as the "Corporation"). The principal office of the Corporation shall be at 2550 Park Street, Jacksonville, Florida 32204, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence. The existence of the Corporation shall begin as of the date of the filing of these articles.

**ARTICLE III
PURPOSE AND POWERS**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and the United States, as those laws now exist or as they may hereafter provide. The Corporation shall be authorized to operate as a practice association in accordance with these articles and the bylaws of the Corporation, and to enter and perform contracts in furtherance of such activities, to sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all other acts and things as are allowed by the laws of the State of Florida and the United States.

**ARTICLE IV
CAPITAL STOCK**

The total number of authorized shares of the capital stock of the Corporation is One Million (1,000,000) shares of common stock, which shall have a par value of Ten Cents (\$.10) each. Each issued and outstanding share of the common stock shall be entitled to one vote.

**ARTICLE V
BOARD OF DIRECTORS**

The number of directors that the Corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the bylaws of the Corporation. Initially, there shall be ten (10) directors.

**ARTICLE VI
INITIAL DIRECTORS**

The name and post office address of the first directors of the Corporation, who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

<u>Names</u>	<u>Post Office Address</u>
Earl R. Horowitz, DPM	2550 Park Street Jacksonville, Florida 32204
William C. Danzeisen, DPM	9765 San Jose Blvd., Suite 107 Jacksonville, Florida 32257-5467
Jeff L. Burmeister, DPM	1505 Dunn Avenue Jacksonville, Florida 32218
Richard S. Jason, DPM	1808 University Blvd., South Jacksonville, Florida 32216
Beth S. Pearce, DPM	204 Southpark Circle East St. Augustine, Florida 32086
Anthony P. Tocco, DPM	318 North Halifax Daytona Beach, Florida 32118
Howard G. Groshell, Jr., DPM	2236 Park Street Jacksonville, Florida 32204-4398
Mary C. Rellahan, DPM	2246 Park Street Jacksonville, Florida 32204
Eric W. Schultz, DPM	4558-B San Juan Avenue Jacksonville, Florida 32210
John J. Coleman, DPM	9765 San Jose Blvd., Suite 107 Jacksonville, Florida 32257-5467

ARTICLE VII INCORPORATOR

The name and post office address of the incorporator of the Corporation is as follows:

Name

John H. Zehmer

Post Office Address

6620 Southpoint Drive South
Suite 200
Jacksonville, Florida 32216

ARTICLE VIII INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is 2004 University Boulevard West, Jacksonville, Florida 32217, and the name of the initial registered agent of the Corporation at that address is Judith Guthrie.

ARTICLE IX ELIMINATION OF CERTAIN LIABILITY

(a) Any person who is or was a director or officer of the Corporation shall not be personally liable for monetary damages to any person or entity for any statement, vote, decision or failure to take action, by reason of the fact that he is or was a director or officer of the Corporation, unless (i) such director or officer breached or failed to perform his duties as a director or officer, and (ii) the director's or officer's breach of, or failure to perform, his duties constitutes:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director or officer in any criminal proceeding for violation of the criminal law shall not estop such director or officer from establishing that he had reasonable cause to believe this his conduct was unlawful; or

(2) A transaction in which the director or officer derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting willful or wanton disregard of human rights, safety or property.

(b) For purposes of subparagraph (3) above, the term "recklessness" means acting, or failing to act, in conscious disregard of a risk known, or so obvious that it should be known, to the director or officer, and whereby it was known, or so obvious that it should be known, to the director or officer, that it was highly probable that harm would follow from such action or omission.

ARTICLE X INDEMNIFICATION

(a) To the extent that applicable law permits: the Corporation shall indemnify and otherwise hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) In addition to the indemnification provided in paragraph (a) above, such director or officer shall be entitled as a matter of right and the Corporation shall be obligated to indemnify such person to the fullest extent as is provided and allowed pursuant to the Florida Corporation Act, as it shall be enacted at the time such indemnification is to be made.

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) or (b) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a), or as required under the laws giving rise to a right of indemnity as set forth in paragraph (b). Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so

directs, by independent legal counsel in a written opinion; or (3) by the shareholders by majority vote of a quorum.

(c) Expenses (including attorneys' fees) incurred in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of this Article upon receipt of an undertaking by or on behalf of the director or officer, in a form acceptable to the Corporation, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by this Article. In the event that the Corporation makes an advance of expenses, the Corporation shall be subrogated to every right of recovery that the director or officer may have against any insurance carrier from whom the Corporation has purchased insurance for such purpose.

(f) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those persons seeking indemnity or advancement of expenses may be entitled under any Bylaw, agreement, vote of shareholders or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI AMENDMENT TO ARTICLES OF INCORPORATION

The shareholders may amend the Articles of Incorporation of the Corporation only by:
(a) approval of the specific amendment by the Board of Directors in accordance with the Bylaws of the Corporation, and (b) the vote of a majority of the votes cast by shareholders of the Corporation entitled to vote.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 17th day of October, 1996.

Signed, sealed and delivered
in the presence of:

Tim D. Thompson

John H. Zeller

Jill Ann Easton

STATE OF FLORIDA)

COUNTY OF DUVAL)

BE IT REMEMBERED that on this 17th day of October, 1996, personally came before me, John H. Zehmer, who is personally known to me and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles in his act and deed on behalf of First Coast Podiatry Associates, Inc., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.



PAMELA T. JEFFERSON
My Comm Exp. 1/17/99
Bonded By Service Ins
No. CC433681
☒ Personally Known ☐ Other I.D.

Pamela T. Jefferson
Notary Public, State of Florida at Large

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
CLERK OF STATE
CORPORATIONS
96 OCT 31 AM 10:37

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

That First Coast Podiatry Associates, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Judith Guthrie, 2004 University Boulevard West, Jacksonville, Florida 32217, as its agent to accept service of process within this state.

First Coast Podiatry Associates, Inc.

October 17, 1996
Date

By: John H. Zehner
Incorporator

ACCEPTANCE

Having been named as agent to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with, and I hereby accept the obligations of, such position, and I hereby agree to act in this capacity and to comply with the provisions of the Florida Statutes relative to keeping open said office.

October 17, 1996
Date

Judith A. Guthrie
Judith Guthrie