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TALLAHASSEE, FL 32301-2607

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 157694 . 4343652

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 157694-005

CUSTOMER NO: 4343652

CUSTOMER: Ella Whaley, Legal Asst
JENKENS & GILCHRIST, P.C.

Suite 1800
1100 Louisiana
Houston, TX 77002

DOMESTIC FILING

NAME: STAT PHYSICIANS, INC.

RESERVATION # R96000005296

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: DANIEL LEGGETT

EXAMINER'S INITIALS:

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11-19-96

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF**

**STAT PHYSICIANS, INC.
A Florida Corporation**

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The undersigned, a natural person of the age of eighteen years or more who is duly authorized under the laws of the State of Florida, to act as incorporator of a business corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such business corporation.

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

1.1 Name and Address. The name and address of the Corporation shall be STAT Physicians, Inc. ("Corporation"), 12450 Greenspoint Drive, Suite 1200, Houston, Texas 77060.

1.2 Registered Agent and Office. The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is Corporation Service Company.

**ARTICLE II
DURATION AND CONTINUITY**

2.1 Duration. The duration of this Corporation shall be perpetual subject to the Florida Business Corporation Act.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act 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.

The Corporation may do all and everything 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 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 DIRECTOR**

The Corporation shall be governed by a Board of Directors elected by the Shareholders. The initial Board of Directors shall consist of one director, 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 name and address of the person who will serve as director until the first annual meeting of the shareholders or until a successor has been duly elected and qualified is:

NAME

ADDRESS

Victor Miranda

12450 Greenspoint Drive, Suite 1200
Houston, Texas 77060

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 **SHARES, CAPITAL, VOTING, CONSIDERATION**

The aggregate number of shares of capital stock the Corporation shall have authority to issue is 1,000,000, having a par value of \$.01, designated common stock. The Board of Directors shall determine the consideration to be received for each share of ownership in the Corporation. 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 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.

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 Wil Armstrong, 1100 Louisiana, Suite 1800, Houston, Texas, 77002.

IN WITNESS WHEREOF, I have hereunto set my hand this 35th day of November,
1996.



Wil Armstrong
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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

By: Delbert D. Skipper As agent
CORPORATION SERVICE COMPANY

Date: 11-18-96

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