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LAW OFFICES  
CHRISTENSEN AND BURK  
FIRST UNION BANK BUILDING  
24 CATHEDRAL PLACE  
SUITE 506  
ST. AUGUSTINE, FLORIDA 32084

PATTI A. CHRISTENSEN  
SUSAN M. BURK  
WM COCHRAN KEATING IV

TEL 904 829-2555  
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December 6, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002025294--2  
-12/10/96--01159--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: A. C. Taliaferro, M.D., P.A.

Dear Representative:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with our firm check in the amount of \$122.50.

Once a Charter Number is issued, please return a copy of the Articles to our office.

Thank you for your assistance in this matter. Please call if you have any questions.

Best regards,

*Barbara*

Barbara S. Conrad  
Legal Assistant  
For the Firm

/bc  
Enclosures

FILED  
96 DEC 10 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*See 12/12*

ARTICLES OF INCORPORATION

OF

A. C. TALIAFERRO, M.D., P.A.

FILED  
96 DEC 10 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of medicine in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of this corporation is A. C. TALIAFERRO, M.D., P.A.

ARTICLE II.

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of medicine as a professional service corporation and to provide services incident thereto.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

3. The services of this Corporation which consist of the practice of medicine shall be carried out only through

officers, employees and agents who are active members of the Florida Board of Medicine in good standing and licensed in Florida to render the service of medicine.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Florida Administrative Code and the Rules of the Florida Board of Medicine or by the provisions of these Articles of Incorporation.

### ARTICLE III.

#### CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 (one dollar) per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice medicine in the State of Florida and is an active member of the Florida Board of Medicine in good standing.

### ARTICLE IV.

#### DURATION

The Corporation shall have perpetual existence.

### ARTICLE V.

#### ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 3966 Coastal Highway,

St. Augustine, Florida 32095, and the name of its initial registered agent is ARTHUR CORTLAND TALIAFERRO. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI.

DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice medicine and is an active member of Florida Board of Medicine in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

| <u>NAME</u>                | <u>ADDRESS</u>                                  |
|----------------------------|-------------------------------------------------|
| ARTHUR CORTLAND TALIAFERRO | 3966 Coastal Highway<br>St. Augustine, FL 32095 |

ARTICLE VII.

SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice medicine, are as follows:

| <u>NAME</u>                | <u>ADDRESS</u>                                  |
|----------------------------|-------------------------------------------------|
| ARTHUR CORTLAND TALIAFERRO | 3966 Coastal Highway<br>St. Augustine, FL 32095 |

ARTICLE VIII.

RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida Law.

ARTICLE IX.

DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering the professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X.

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 this the 6<sup>th</sup> day of December, 1996.

Arthur Cortland Taliaferro  
ARTHUR CORTLAND TALIAFERRO

STATE OF FLORIDA

COUNTY OF ST. JOHNS:

BEFORE ME, personally appeared ARTHUR CORTLAND TALIAFERRO, to me well known and known to me to be the person described in and who executed the foregoing, or who has produced a Florida Driver's License as identification, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 6<sup>th</sup> day of ~~November~~ December, A.D., 1996, in the aforesaid County and State.

OFFICIAL SEAL  
BARBARA S. CONRAD  
Notary Public, State of Florida  
My comm. expires July 4, 1998  
Comm. No. CC 383560

Barbara S. Conrad  
Notary Public, State of Florida  
at Large

My Commission Expires: 07-04-98

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at place designed in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Arthur Cortland Taliaferro  
Arthur Cortland Taliaferro  
Registered Agent