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*Susan Slagle*

ATTORNEY AT LAW  
*Professional Association*

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING

December 26, 1996

**SENT VIA FEDERAL EXPRESS**

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

RECEIVED  
12-26-96

FILED  
97 JAN -2 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: N. PATRICK HALE, M.D./THE EYE CENTER OF ST. AUGUSTINE, P.A.

Dear Sir or Madame:

Please find enclosed the original Articles of Organization of N. PATRICK HALE, M.D./THE EYE CENTER OF ST. AUGUSTINE, P.A.. A check in the amount of \$285.00 is enclosed.

Please promptly file the Articles of Organization as soon as received, and return the Acknowledgment Letter to my office via Federal Express with the enclosed pre-paid airbill.

If there is a problem with this, please call me immediately at the number listed below, as we are under some time constraints in this situation. Thank you for your assistance in this matter.

Sincerely yours,

*Susan Slagle*

SS:djk  
Enclosure

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-12/27/96--01118--001  
\*\*\*\*285.00 \*\*\*\*285.00

4190 Belfort Road, Suite 240  
Jacksonville, Florida 32216

TEL: (904) 298-7728  
Fax: (904) 298-8582

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## ARTICLES OF INCORPORATION

OF

**N. PATRICK HALE, M.D./THE EYE CENTER OF ST. AUGUSTINE, P.A.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the laws of the State of Florida, under the provisions of the Florida Professional Service Corporation Act (Florida Statutes Section 621, et. seq.) adopts the following Articles of Incorporation:

### ARTICLE I NAME

The name of the corporation is **N. PATRICK HALE, M.D./THE EYE CENTER OF ST. AUGUSTINE, P.A.** The business address of the corporation is 1100 South Ponce De Leon Boulevard, Suite 1, St. Augustine, Florida 32086.

### ARTICLE II DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

### ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed physician 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 as physician in such state.

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

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation or any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either along or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

#### **ARTICLE IV** **CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 10,000 shares of common stock, having a par value of \$.10 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice as a physician in the state of Florida.

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

The street address of the initial registered office of this corporation is Suite 240, 4190 Belfort Road, Jacksonville, Florida 32216, and the name of the initial registered agent of the corporation at that address is Susan Slagle, Attorney.

#### **ARTICLE VI** **DIRECTORS**

1. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as determined by the bylaws, but shall never be less than one.

2. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors.

3. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, and employees to the full extent provided by law.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The names and street address of the members of the first board of directors of this corporation are:

<b><u>NAMES</u></b>	<b><u>STREET ADDRESSES</u></b>
N. PATRICK HALE, M.D.	175 Inlet Drive St. Augustine, Florida 32084

**ARTICLE VIII**  
**INCORPORATORS**

The names and street addresses of the incorporators of this corporation are:

<b><u>NAMES</u></b>	<b><u>STREET ADDRESSES</u></b>
Susan Slagle, Attorney	4190 Belfort Road, Suite 240 Jacksonville, Florida 32216

**ARTICLE IX**  
**RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the corporation provided that any such contract is filed with the board of directors of the corporation. The form, terms and conditions of any such regulatory or restrictive bylaws or contracts shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of

third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

#### **ARTICLE X** **ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all and singular the following additional powers:

The corporation shall have the powers to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock.

The corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by such shareholder as should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the bylaws adopted by the shareholders of this corporation, or any agreement among said shareholders filed with the corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not hereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the bylaws adopted by the shareholders of this corporation, or by any contract with the shareholders, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation shall not thereby be impaired.

The corporation shall have the power to adopt, for the benefit of its employees, one or more of the following: a pension plan, a profit-sharing plan, a stock bonus plan, a thrift and savings plan, a stock option plan, a deferred compensation plan or any other retirement, death benefit or incentive compensation plan.

**ARTICLE XI**  
**AMENDMENT**

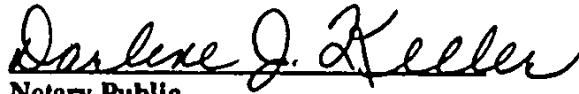
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned incorporator, have executed these Articles the 26th day of December, 1996.

  
Susan Slagle, Incorporator )

STATE OF FLORIDA  
COUNTY OF DUVAL

The forgoing instrument was acknowledged before me this 26th day of December, 1996, by Susan Slagle (✓) who is personally known to me or ( ) who produced appropriate identification.

  
Notary Public




DARLENE J. KELLER  
My Commission CC483704  
Expires Sep. 04, 1999  
Bonded by HAI  
800-422-1888

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 48.091, 607.034, Florida Statutes, the following is submitted:

**N. PATRICK HALE, M.D./THE EYE CENTER OF ST. AUGUSTINE, P.A.**, desiring to organize or qualify under the laws of the State of Florida hereby designates Susan Slagle as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Suite 240, 4190 Belfort Road, Jacksonville, Florida 32216.

  
Susan Slagle  
Dated: December 26, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Susan Slagle  
Dated: December 26, 1996

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