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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 209375 4727217

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjunt

ORDER DATE : January 3, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 209375-005

CUSTOMER NO: 4727217

CUSTOMER: Charlotte Barone, Legal Asst
SALEM SAXON & NEILSEN, P.A.

Suite 3200, One Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

400002045544--6

DOMESTIC FILING

NAME: DONALD R. TAYLOR, JR. M.D.,
P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: _____

FILED
97 JAN -3 AM 9:49
SECURITY
TALLAHASSEE, FLORIDA

1-1-97

ARTICLES OF INCORPORATION

OF

DONALD R. TAYLOR, JR., M.D., P.A.

FILED
97 JAN -3 AM 9:49
SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, duly licensed to practice psychiatry in the State of Florida, do hereby organize a professional association, for profit, under the laws of the State of Florida, by and through the provisions of the Statutes of this State, including Chapter 621, Florida Statutes, providing for the formation, liabilities, rights, privileges and immunities of a professional service corporation, for profit, as well as through the provisions of the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of this professional association is DONALD R. TAYLOR, JR., M.D., P.A., (hereinafter called the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of this Corporation is to be perpetual and shall commence as of January 1, 1997.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be generally to engage in every aspect of the practice of psychiatry, without limitation. The professional services involved in the Corporation's practice of psychiatry shall be rendered only through its officers, agents and employees who are duly authorized and certified and licensed to practice psychiatry in the State of Florida. The Corporation shall not engage in any business other than the practice of psychiatry, however, the Corporation may engage in any lawful activity or undertaking which may be allowed under the laws of the State of Florida by professional service corporations, it being hereby expressly provided that the foregoing specified powers shall not be held to limit or restrict, in any manner, the general powers of the Corporation to do any act.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is seven thousand five hundred (7,500) shares of common stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

4. No stock of the Corporation shall be issued to any person other than an individual who is duly licensed or otherwise legally authorized to render psychiatric services, as provided by law.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. By-Laws. The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Laws of the State of

Florida and these Articles of Incorporation.

3. Contracts in Which Directors Have an Interest. Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders. The manner in which the Directors are elected shall be stated in the By-Laws.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Donald R. Taylor, Jr., M.D.
4813 Londonderry Drive
Tampa, Florida 33647

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by said officers as the Board of Directors may deem appropriate and necessary, from time to time, provided, however, that any officers of the Corporation shall be persons duly licensed, certified or legally authorized to engage in the practice of psychiatry in the State of Florida.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

Donald R. Taylor, Jr., M.D. President, Secretary, and
Treasurer

ARTICLE XI

SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation, and a statement of the number of shares of stock to which he subscribes, and the value that he agrees to pay therefore is as follows:

Donald R. Taylor, Jr., M.D.

500 shares at \$1.00 par value per share

ARTICLE XII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 3450 E. Fletcher Avenue, Suite 100, Tampa, Florida 33613, however, with the privilege of having branch offices or

places of business in any place or places within or without the State of Florida; the registered agent whose office is located at One Barnett Plaza, 101 East Kennedy Boulevard, Suite 3200, Tampa, Florida 33602, shall be, until otherwise designated, Bernice S. Saxon, Esquire.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, the Incorporator has hereunto set his hand and seal this 27th day of December, 1996, for the purposes of forming this Corporation under the laws of the State of Florida, and does hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

WITNESSES:

INCORPORATOR

Lisa Deacon
Mary Hudson
STATE OF FLORIDA)

Donald R. Taylor, Jr., M.D.
Donald R. Taylor, Jr., M.D.
3450 E. Fletcher Ave., Ste. 100
Tampa, Florida 33613

) SS:
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, this day, personally appeared Donald R. Taylor, Jr., M.D., to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the City of Tampa, State and County aforesaid, this 27th day of December, 1996.

Pamela F. Gittings
Notary Public
State of Florida

My Commission Expires 7/6/97
Commission Number CC 300138
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PAMELA F. GITTINGS
NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES JUL 6, 1997
COMMISSION NO. CC 300138

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT DONALD R. TAYLOR, JR., M.D., P.A., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT THE CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED BERNICE
S. SAXON, ESQUIRE, ONE BARNETT PLAZA, 101 EAST KENNEDY BOULEVARD,
SUITE 3200, TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

Donald R. Taylor, Jr.
Donald R. Taylor, Jr., M.D., Incorporator

DATE

12/27/96

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. I AM FAMILIAR WITH, AND ACCEPT, THE
OBLIGATIONS OF THIS POSITION.

SIGNATURE

Bernice S. Saxon
BERNICE S. SAXON, ESQUIRE
(Registered Agent)

DATE:

12/30/96

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to and subscribed before me this *30th* day of *December*, 199*6* by Bernice S.
Saxon, Esquire, who is personally known to me or has produced _____ (type of
identification) as identification.

My Commission Expires:

C. GRAHAM CAROTHERS, JR.
Notary Public, State of Florida
My comm. expires Oct. 24, 1998
No. CC 415851

C. Graham Carothers, Jr.
Notary Public-State of Florida

C. Graham Carothers, Jr.
Printed name