

P9700000 8574



ACCOUNT NO. : 072100000032

REFERENCE : 238820 5011226

AUTHORIZATION *Patricia Pajito*

COST LIMIT : \$ 122.50

ORDER DATE : January 28, 1997

ORDER TIME : 10:07 AM **EFFECTIVE DATE**

ORDER NO. : 238820-005 1-21-97

700002071427--8

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: JLR PROPERTIES, INC.

EFFECTIVE DATE:**JANUARY 21, 1997****

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
97 JAN 28 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JAN 23 PM 12:12
Dmc 1/29/97

RECEIVED
1-21-97

ARTICLES OF INCORPORATION
OF
JLR PROPERTIES, INC.

FILED
97 JAN 28 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JLR PROPERTIES, INC.

ARTICLE II - ADDRESS

The principal office of the corporation is 291 Southhall Lane, Maitland, Florida 32751.

ARTICLE III - DURATION

The effective date of this corporation shall be January 21, 1997. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Richard M. Robinson

ARTICLE VII - SHAREHOLDERS

A. Except as otherwise provided by law, by these Articles of Incorporation, by the Bylaws of this Corporation, by contract, or by any agreement between the shareholders and the Corporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders (other than a meeting for the election of directors and for the election of the President and Vice President). When a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series.

If a quorum is present, the affirmative vote of the majority of the shares (other than a meeting for the election of directors and for the election of the President and Vice President) represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law, by these Articles of Incorporation, by the Bylaws of this Corporation, by contract, or by any agreement between the shareholders and the Corporation.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

B. Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. A shareholder, not represented in person or by proxy, shall not be entitled to vote on the matters submitted to a vote at a meeting of the shareholders, unless otherwise provided by the Bylaws of this Corporation. Shareholders are only permitted to vote in person or by proxy, unless otherwise provided by the Bylaws. No other form of vote shall be taken including, but not limited to, teleconference calls, facsimiles or electronic or computer mail, unless otherwise provided by the Bylaws of this Corporation. Provided, however, a Written Action in Lieu of a Meeting may be utilized for these purposes as provided in the Bylaws of this Corporation.

Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, unless otherwise provided by the Bylaws of this Corporation, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. A quorum shall not be utilized for purposes of electing directors and the President and Vice President. Said election shall be by written ballot and all ballots shall be sealed. The votes will be counted by a representative of the accounting firm retained by the Corporation at the time of the election.

Nominations for vacancies arising in the Board of Directors for the upcoming January shall be taken at a special meeting called for that purpose in accordance with the Bylaws of this Corporation in September of each year. Provided, however, a Written Action in Lieu of a Special Meeting may be utilized for these purposes as provided in the Bylaws of this Corporation. An individual must have at least three (3) nominations to be placed on the ballot. Each nomination must be in writing and must be signed by the shareholder making the nomination.

At the first session of the annual meeting of the shareholders in October, the shareholders shall elect directors to fill the vacancies arising in the Board of Directors for the upcoming January from the individuals nominated at the previous special meeting in September. If the number of nominees receiving at least three (3) votes equals the number of vacancies, the vacancies will be filled by the nominees. If the number of nominees exceed the number of vacancies, the vacancies will be filled by any nominee who receives a majority vote of the shareholders.

If the number of nominees who receive at least a majority vote exceed the number of vacancies, then the vacancies will be filled by such of those nominees who receive the most votes. If any number of nominees who receive at least a majority vote are tied, then the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of the nominees tied onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of those individuals into a container made of black plastic, and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated. The President shall continue to draw names in this fashion and the names drawn shall be eliminated until the number of nominees who were previously tied equals the number of vacancies.

If no nominee receives a majority vote, the nominee receiving the lowest votes shall be eliminated, the votes shall be recast and any nominee who receives a majority vote of the shareholders shall fill the vacancies. If no nominee receives a majority vote when the votes are recast, the nominee receiving the lowest votes shall be eliminated and the votes shall be recast repeating this procedure until any nominee receives a majority vote of the shareholders or there is only a number of nominees left equal to the number of vacancies. If at any time during this procedure there is more than one nominee who receives the lowest votes (i.e. the lowest vote receivers tie), then the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of the individuals tied onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of those individuals into a container made of black plastic and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated.

For example, assume that there are twenty-eight (28) shareholders, that three (3) vacancies (i.e. Vacancies One, Two and Three) will be arising in the Board of Directors for the upcoming January, that six (6) individuals (A through F) receive at least three (3) nominations

and are nominated to fill the vacancies and that the votes for Vacancies One, Two and Three are cast as follows:

Nominees	A	B	C	D	E	F
Votes	14	13	14	11	11	11

In this example, no one nominated received a majority vote, D, E and F received the lowest votes and are tied.

In this case, the Secretary, or any member of the current Board of Directors designated by the President, shall type the names of individuals D, E and F onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, shall place the names of individuals D, E and F into a container made of black plastic and the President shall draw a name from the container. The individual whose name is drawn by the President shall be eliminated. Assume for purposes of this example, individual D's name is drawn. Individual D shall be eliminated.

After the elimination of D, the votes are recast and the results are as follows:

Nominees	A	B	C	E	F
Votes	15	16	12	11	12

Vacancies One and Two will be filled by individuals A and B because they each received a majority vote of the shareholders. This leaves Vacancy Three to be filled by either C, E or F. The votes for vacancy three are recast and the results are as follows:

Nominees	C	E	F
Votes	20	12	13

Vacancy Three will be filled by individual C because C received a majority vote of the shareholders. If C, E and F had tied, the Secretary, or any member of the current Board of Directors designated by the President, would have typed the names of individuals C, E and F onto pieces of paper of the same size and consistency, the Vice President, or any member of the current Board of Directors designated by the President, would have placed the names of individuals C, E and F into a container made of black plastic and the President would have drawn a name from the container. The individual whose name was drawn by the President would have to be eliminated and the votes would be recast to fill vacancy three.

ARTICLE VIII - SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than thirty percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than ten nor more than sixty days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or shareholders requesting the meeting shall designate another person to do so.

ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have seven (7) directors who shall be shareholders of this Corporation. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Mark E. Honska, M.D.	291 Southhall Lane Maitland, Florida 32751	Director/ President
Christopher E. Dobson, II, M.D.	291 Southhall Lane Maitland, Florida 32751	Director/ Vice President
Thomas J. Arcario, M.D.	291 Southhall Lane Maitland, Florida 32751	Director/ Secretary
B. Greg Foley, M.D.	291 Southhall Lane Maitland, Florida 32751	Director/ Treasurer
Joseph A. Gallo, Jr., M.D.	291 Southhall Lane Maitland, Florida 32751	Director
David P. Hartson, M.D.	291 Southhall Lane Maitland, Florida 32751	Director
Kevin P. Thoni, M.D.	291 Southhall Lane Maitland, Florida 32751	Director

C. At the first session of each annual meeting of shareholders, the shareholders shall elect directors in accordance with the Bylaws of this Corporation and Article VII, Section B, hereof, to fill the positions arising in the Board of Directors by reason of the expiration of a director's term. Directors elected shall assume their positions as such on the January 1 immediately following their election. Each director shall hold office for the term of two (2) years and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Notwithstanding the preceding sentence, each President of the Corporation, so long as he remains a shareholder of the Corporation following his service as President, shall serve as a director of the Corporation for the term of one (1) year immediately following his term as President of the Corporation and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. Any officer or director who ceases to be a shareholder of the Corporation for any reason shall cease to be an officer and/or director.

D. Any vacancy occurring in the Board of Directors for reasons other than the expiration of a director's term, including any vacancy created by reason of an increase in the number of directors or by a director ceasing to be a shareholder, shall be filled by shareholder vote in accordance with the Bylaws of this Corporation and Article VII, Section B, hereof, at a special meeting of the shareholders called for that purpose. A director elected to fill a vacancy in accordance with this paragraph shall hold office only until the next election of directors by the shareholders.

E. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of at least a majority of the outstanding shares of the Corporation.

F. The officers of this Corporation shall be shareholders of this Corporation and shall consist of a President, a Vice President, a Secretary and a Treasurer. The President and Vice President shall be elected by the shareholders at the second session of the annual meeting of the shareholders, unless the President calls a Special Meeting of the Shareholders for this purpose to be held at a later date. The shareholders shall elect the President and Vice President from the directors elected by the shareholders at the first session of the annual meeting of the shareholders and from the directors whose terms are not due to expire on the upcoming December 31. Said election shall follow the same principles as those set forth in the Bylaws of this Corporation regarding the election of Directors. The Secretary and Treasurer shall be elected by the directors who were elected by the shareholders at the first session of the annual meeting of the shareholders and the directors whose terms are not due to expire on the upcoming December 31, at a meeting of those directors held for that purpose immediately following the second session of the annual meeting of the current Board of Directors, unless the President calls another Meeting of those Board of Directors for this purpose to be held at a later date. The officers shall be elected to serve for a term of one year beginning on the January 1 immediately following their election. Such other officers and assistant officers and agents as may be deemed necessary also may be elected or appointed by the Board of Directors from time to time to serve for terms designated by the Board of Directors.

G. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

Any officer or agent elected by the shareholders may be removed only by vote of a majority of the outstanding shares of the Corporation, unless a majority of the outstanding shares of the Corporation shall have authorized the directors to remove such officer or agent. Any vacancy, however occurring, in any office other than the office of President and Vice President may be filled by a vote of the Board of Directors. Any vacancy occurring in the office of President or Vice President may be filled only by a vote of the shareholders taken in accordance with the Bylaws of this Corporation.

Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Kevin P. Thoni, M.D.

341 North Maitland Avenue, Suite 330
Maitland, Florida 32751

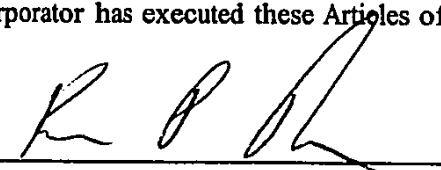
ARTICLE XI - BY-LAWS

The Bylaws of this Corporation may be repealed or amended, and new Bylaws may be adopted, only by a vote of a majority of the outstanding shares of this Corporation.

ARTICLE XII - AMENDMENT

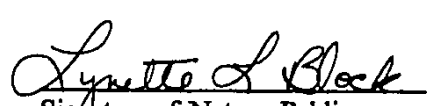
These Articles of Incorporation may be amended only by a vote of a majority of the outstanding shares of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of JANUARY, 1997.


Kevin P. Thoni, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19 day of JANUARY, 1997, by Kevin P. Thoni, M.D.


Signature of Notary Public

Lynette L. Block
(Print Notary Name)
My Commission Expires: CC332364
Commission No.: 12-3-97

AFFIX NOTARY STAMP

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced:

bsb\jlr.art



LYNETTE L. BLOCK
My Commission CC332364
Expires Dec. 03, 1997
Bonded by HAI
800-422-1555

LYNETTE L. BLOCK
My Commission CC332364
Expires Dec. 03, 1997
Bonded by HAI
800-422-1555



FILED

97 JAN 28 AM 11:05

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as the registered agent in the Articles of Incorporation of JLR PROPERTIES, INC., I hereby accept and agree to act in this capacity.



Richard M. Robinson

bsbjlr.art