

P97000032424

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April 7, 1997

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***122.50 ***122.50

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

Ladies:

Please find enclosed original and copy of the Articles of Incorporation of Homer A. Paschall, M.D., A Professional Association for filing. Also enclosed is a check in the amount of \$122.50 as the filing fee and for a certified copy. Please return the certified copy to this office after filing. Thank you.

Sincerely,



Connie Thomas
Secretary to Mr. Clark

/crt
Enclosures

Joe
4/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -9 AM 9:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -9 AM 9:52

ARTICLES OF INCORPORATION OF
HOMER A. PASCHALL, M.D. , P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and Doctor of Medicine duly licensed to render services as such under the Laws of the State of Florida, hereby presents these Articles for the formation of a corporation under The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of this corporation is: **Homer A. Paschall, M.D., P.A.**

ARTICLE II

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 the same professional services to the public that medical doctors, duly licensed under the Laws of the State of Florida, are authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this State.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments thereof, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial post office address of this corporation in the State of Florida is 700 Zeagler Drive, Suite 2, Palatka, Florida 32177. The street address of the principal office of this corporation is 700 Zeagler Drive, Suite 2, Palatka, Florida 32177. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have one (1) Director, initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The directors are elected as stated in the By-Laws of the corporation. The names, post office addresses and street addresses of the directors of this corporation, and the names of the officers for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Homer A. Paschall, Director President	245 River Drive East Palatka, Florida 32131

ARTICLE IX

The names and post office addresses of the subscribers to these Articles of Incorporation who are licensed under the laws of the State of Florida to render services as a doctor of medicine are:

NAME

Homer A. Paschall, M.D.

ADDRESS

700 Zeagler Drive, Suite 2
Palatka, Florida 32177

ARTICLE X

The name of the initial registered agent is Homer A. Paschall, whose address is 245 River Drive, East Palatka, Florida 32131.

ARTICLE XI

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in or a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIII

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIV

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

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This 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 By-Laws adopted by the Board of Directors of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing

plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XV

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty, such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided by law. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation and authorizes the same to be filed in the Office of the Secretary of the State of Florida, and he does hereunto set his hand and seal on this 7th day of April, 1997.

Homer A. Paschall, M.D.

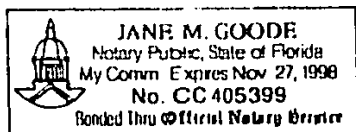
Homer A. Paschall, Incorporator
245 River Drive
East Palatka, Florida 32131

STATE OF FLORIDA,
COUNTY OF PUTNAM.

THIS DAY before me, the undersigned authority personally appeared Homer A. Paschall, known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed, and who produced the following as identification:

personally known

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Palatka, Putnam County, Florida, on this 7th day of April, 1997.



Jane M. Goode

Notary Public

My Commission Expires:

I HEREBY ACCEPT the designation as resident agent for this corporation.

Homer A. Paschall, M.D.

Homer A. Paschall

P97000032425

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl 32314

4-8-97

Subject: MARINA COVE ASSOCIATES, INC.

Please find enclosed herewith an original and one copy of the articles of incorporation of the subject corporation; and a check for \$122.50, for the filing fee and a certified copy of the articles of incorporation.

From: Jeanette S. Bamberg
7843 Highway A-1-A, South
St. Augustine, Fl 32086
Daytime telephone number: (904) 471-1734

Please return the certified copy to me at the address above.

Thank you for your attention to this matter.

Yours very truly,

Jeanette S. Bamberg

Jeanette S. Bamberg

Enclosures

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30000021 37443-1
-04/08/97 1004-101
***122.50 ***122.50

4/10/97

ARTICLES OF INCORPORATION
OF
MARINA COVE ASSOCIATES, INC.

LET
97 APR 10 11:00

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I - NAME: The name of the corporation shall be:

MARINA COVE ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be:

7843 Highway A-1-A, South, St. Augustine, Fl 32086

ARTICLE III - SHARES: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of common stock, with no par value

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and address of the initial registered agent is:

Jeanette S. Bamberg
7843 Highway A-1-A, South
St. Augustine, Fl 32086

ARTICLE V - INCORPORATOR; The name and street address of the incorporator of these Articles of Incorporation is:

Jeanette S. Bamberg
7843 Highway A-1-A, South
St. Augustine, Fl 32086

ARTICLE VI - INDEMNIFICATION: The corporation shall indemnify and hold harmless all directors and officers from all claims and expenses arising out of their services as directors and officers, except for acts of willful misfeasance or malfeasance.

ARTICLE VII - AMENDMENT: These Articles of Incorporation may be amended by a majority of shareholders as specified in the By-laws.

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 8TH day of APRIL, 1997.

Jeanette S. Bamberg
Jeanette S. Bamberg, Incorporator

97/02-00 11:00

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

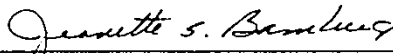
1. The name of the corporation is MARINA COVE ASSOCIATES, INC.
2. The name and address of the registered agent and office is:

JEANETTE S. BAMBERG, Registered Agent
MARINA COVE ASSOCIATES, INC.
7843 Highway A-1-A, South
St. Augustine, Fl 32086

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept such designation and 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.

Date:

4-8-97



JEANETTE S. BAMBERG
Registered Agent