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Christopher L. Noland  
Requestor's Name

1000 Riverside Avenue #200  
Address

Jacksonville, FL 32204 904-355-1555  
City/State/Zip Phone #

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. AACECare, Inc.  
(Corporation Name) (Document #) -
2. \_\_\_\_\_  
(Corporation Name) (Document #) -
3. \_\_\_\_\_  
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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<input type="checkbox"/>	Fictitious Name
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D. BROWN APR 16 1997

**ARTICLES OF INCORPORATION  
OF  
AACECare, Inc.**

FILED  
96 APR 15 AM 10:00  
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1996

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE I**

**NAME**

The name of the Corporation shall be AACECare, Inc. ("the Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at: 701 Fisk Street, Suite 100, Jacksonville, County of Duval, Florida 32204.

**ARTICLE III**

**PURPOSE**

The Corporation is formed for any lawful purpose for which it may be formed under the Florida Business Corporation Act.

**ARTICLE IV**

**POWERS**

The Corporation shall have and exercise all powers and privileges now or subsequently conferred by the laws of Florida, including without limitations all powers necessary and appropriate for the accomplishment of the stated purposes for which the Corporation is organized.

## **ARTICLE V**

### **SHARES**

The aggregate number of shares that the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which shall have a par value of Fifty Cents (\$0.50) and each of which are to be common shares of the same class.

## **ARTICLE VI**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation's initial registered office in the State of Florida is: 701 Fisk Street, Suite 100, Jacksonville, County of Duval, Florida 32204, and the name of the initial registered agent of the Corporation at such address is Donald C. Jones.

## **ARTICLE VII**

### **INDEMNIFICATION**

The Corporation shall indemnify any and all persons whom it shall have the power to indemnify under the Florida Business Corporation Act to the full extent permitted by law against any and all liability and reasonable costs and expenses incurred by the agent in connection with or resulting from any claim, action, suit or proceeding in which the agent may be involved by reason of being or having been a Director, officer, or employee, provided that the agent has not engaged in willful misconduct in the performance of any duties.

## **ARTICLE VIII**

### **DIRECTORS**

The corporation shall be governed by a Board of Directors. The Board shall initially have six (6) Directors. The name and address of the initial Directors are as follows:

John A. Seibel, M.D.

201 Cedar Street, SE  
Suite 607  
Albuquerque, NM 87106

H. Jack Baskin, M.D.

2921 North Orange Avenue  
Orlando, FL 32804

Stephen F. Hodgson, M.D.

200 First Street, SW  
Rochester, MN 55905

Stanley Feld, M.D.

5480 La Sierra Drive  
Dallas, TX 75231

Donald C. Jones

701 Fisk Street, Suite 100  
Jacksonville, FL 32204

Helena Rodbard

14808 Physicians Lane, No 111  
Rockville, MD 20850

The number of Directors other than the initial Directors shall be fixed by the Bylaws, which may specify that the number of Directors shall not be less than a specified minimum or more than a specified maximum and provide a method for determining the actual number.

## **ARTICLE IX**

### **BYLAWS**

The Board of Directors may adopt Bylaws to govern its own proceedings and its transaction of business, as well as the administration of the Corporation, the conduct of the Corporation business and other affairs, management of the Corporation property, and any other matters properly within the authority or discretion of the Board so long as the same are consistent with the laws of the State of Florida.

## **ARTICLE X**

### **INCORPORATOR**

The name and the address of the incorporator is Katherine Benesch, Esquire, Princeton Pike Corporate Center, 993 Lenox Drive, Suite 200, Lawrenceville, New Jersey 08648.

## **ARTICLE XI**

### **LIABILITY OF DIRECTORS AND OFFICERS**

A Director or officer of the Corporation shall not be personally liable for monetary damages, debts, obligations or other liabilities of the Corporation or incurred by or on behalf of the Corporation or for any action taken, or any failure to take any action, except that this provision shall not relieve a Director or officer from liability for any breach of duty based upon an act or omission: (1) in breach of such person's duty of loyalty to the Corporation; (2) not in good faith or involving a knowing violation of law; or (3) resulting in receipt by such person of an improper personal benefit.

## **ARTICLE XII**

### **EFFECTIVE DATE**

Pursuant to Section 607.0203 of the Florida Business Corporation Act, these Articles of Incorporation shall become effective immediately upon filing.

## **ARTICLE XIII**

### **DURATION**

The duration of the Corporation shall be eighteen (18) months from the date of incorporation, unless this article is amended pursuant to the Bylaws of the Corporation and the Florida Business Corporation Act.

## **ARTICLE XIV**

### **SEVERABILITY**

If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is void or illegal, it shall not impair or affect the remainder of the Articles. The undersigned incorporator of the Corporation declares that she would have signed

and executed the balance of these Articles without the void or illegal provision.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 25, 1997.

Katherine Benesch  
Katherine Benesch, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be serviced within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Donald C. Jones  
Donald C. Jones

96 APR 16 AM 10:00  
TALLAHASSEE  
FLORIDA  
SECRETARY OF STATE