

BARBARA AUGER  
ROBERT PATRON  
ROBERT COHEN  
PETER MOUNB  
MARTIN J. ELLI  
JOHN W. BEATER  
DAVID L. MINACCI  
Admitted in Georgia  
EDWIN M. MOORE

E. MURRAY MOORE, JR.  
JOHN BELHAM  
CARL SPENNING, JR.  
C. EDWIN DODD, JR.  
GARY A. FRYMAN  
ANTHONY J. GUNNICK  
WILLIAM WHITE  
BENJAMIN KIMMEL  
THOMAS C. ROBINSON

OF  
 ROBERT POLAK  
 Admitted in New York, New York  
 N. STUART  
 Coral Gables, Florida  
 CHRISTOPHER W. KANE  
 (Admitted in Massachusetts, Colorado, etc.)  
 WILLIAM UNDERCOTT  
 Admitted in New York (Only)

**SPECIAL CONSULTANTS**  
**RANDY MILLER\***  
**DAVID L. SWAFFORD\***  
\*NOT A MEMBER OF THE FLORIDA BAR

256 SOUTH MONROE STREET  
2ND FLOOR  
TALLAHASSEE, FLORIDA 32301  
Tel: 222-3553  
Fax: (904) 222-2126  
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**REPLY TO:  
P.O. BOX 10095  
TALLAHASSEE, FL 32302-2095**

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-06/20/97--01001--010  
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97 JUN 19 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Dear Sir or Madam:**

**Enclosed are the following:**

- (1) Check number 15761 in the amount of \$122.50;
- (2) Articles of Incorporation of Tallahassee Memorial Health Partners, Inc.;
- and
- (3) Certificate of Designation of Registered Agent.

Please file the Articles and Certificate and provide us with a certified copy thereof. Please call Barbara Sanders in my office when the copies are ready to be picked up.

Sincerely,

E. Murray Moore, Jr.

~~EMM/bgs~~  
~~Enclosures~~  
~~G:USIR/BANGARAJA MURRAYSON~~

Call when Ready

**ARTICLES OF INCORPORATION  
OF  
TALLAHASSEE MEMORIAL HEALTH PARTNERS, INC.**

FILED  
97 JUN 19 PM 5:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a corporation for profit under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this Corporation shall be Tallahassee Memorial Health Partners, Inc. (the "Corporation").

**ARTICLE II**

**Purpose**

This Corporation shall be organized for the purposes of providing health care related management services and arranging and contracting for the delivery of health care services and for any other business or purpose which is lawful under the laws of the State of Florida.

**ARTICLE III**

**Agent**

The registered agent of this Corporation shall be William A. Giudice. The address of the registered agent shall be 1300 Miccosukee Road, Tallahassee, FL 32308.

**ARTICLE IV**

**Existence**

This Corporation shall have perpetual existence.

**ARTICLE V**

**Address**

The street and mailing address of the initial principal office of this Corporation shall be 1300 Miccosukee Road, Tallahassee, FL 32308.

## **ARTICLE VI**

### **Capital Stock**

The authorized capital stock of this Corporation shall consist of 1000 shares.

## **ARTICLE VII**

### **Preemptive Rights, Cumulative Voting**

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

## **ARTICLE VIII**

### **Directors**

This Corporation shall have no less than one director (1) nor more than fifteen (15). The number on the Board shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof.

## **ARTICLE IX**

### **Incorporator**

The name and address of the Incorporator is: William A. Giudice, 1300 Miccosukee Road, Tallahassee, FL 32308.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent provided by Section 607.0850, Florida Statutes.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 19 day of June, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
\_\_\_\_\_  
WILLIAM A. GIUDICE  
Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared William A. Giudice, and being first duly sworn and upon his oath, stated that William A. Giudice signed the above Articles of Incorporation for the conditions and purposes therein expressed this 19th day of June, 1997.



Debra W. Gwaltney  
MY COMMISSION # CC522774 EXPIRES  
January 26, 2000  
BONDED THROUGH TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA

Print or Type Name: Debra W. Gwaltney

My Commission Number: CC522774

My Commission Expires: January 26, 2000

Personally known to me ✓

or produced the following identification: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION  
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: TALLAHASSEE MEMORIAL HEALTH PARTNERS, INC.

2. The name and address of the registered agent and office is:  
William A. Giudice  
(NAME)

1300 Miccosukee Road  
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308  
(CITY/STATE/ZIP)

Signature:

William A. Giudice

Title:

Incorporator

Date:

6-19-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER 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.

Signature:

William A. Giudice

Date:

6-19-97

Registered Agent Filing Fee: \$35.00