

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/30/97--01011--003
*****78.75 *****78.75

SUBJECT: Tallahassee Neurosurgical Services, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard N. Sox, Jr.
Name (Printed or typed)

101 N. Gadsden Street

Address

Tallahassee, FL 32301

City, State & Zip

222-6656

Daytime Telephone number

FILED
97 JUL 30 AM 10:1297 JUL 30 10 9 34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAIL *[Signature]* 7/30

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE NEUROSURGICAL SERVICES, INC.**

97 JUL 30 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

NAME

The name of the Corporation shall be Tallahassee Neurosurgical Services, Inc. The principal place of business of the Corporation shall be 711 Hillcrest, Tallahassee, Florida 32308.

ARTICLE II

NATURE OF BUSINESS

The purpose of the Corporation is to engage in any business permitted under Florida law.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be at 101 North Gadsden Street, Tallahassee, FL. 32301 and the initial registered agent of this Corporation at such office shall be Richard N. Sox, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process.

ARTICLE VI

DIRECTORS

SECTION 1. The Corporation shall have two (2) directors, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors, whose initial terms of office shall be for one year, are:

<u>Name</u>	<u>Address</u>
Carl E. Lowder, Jr.	711 Hillcrest Tallahassee, FL 32308
J. Rick Lyon	2150 Thirlestane Road Tallahassee, FL 32312

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

- A. The director breached or failed to perform his duties as a director: and
- B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders as provided in the Bylaws.

ARTICLE VII

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused the Directors to execute these Articles of Incorporation this 29th day of July, 1997.

INCORPORATOR
Carl E. Lowder, Jr.
711 Hillcrest
Tallahassee, Fl. 32308


Carl E. Lowder, Jr., Director/Incorporator

STATE OF Florida
COUNTY OF Leon

The foregoing Articles of Incorporation was acknowledged before me this 29th day of July, 1997 by Carl E. Lowder, Jr., Director, who are personally known to me or ~~who have produced~~ _____ as identification and who did (did not) take an oath.

SEAL

Ray T. Crain
Notary Public



Ray T. Crain
MY COMMISSION # 00824990 EXPIRES
February 28, 2001
BONDED THROUGH TROY FARM INSURANCE, INC.

**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: Tallahassee Neurosurgical Services, Inc.
2. The name and address of the registered agent and office is:

Richard N. Sox, Jr.

(NAME)

101 N. Gadsden Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32301

(CITY/STATE/ZIP)

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.

Richard N. Sox, Jr.
(SIGNATURE)

7/29/97
(DATE)

FILED
97 JUL 30 AM 10:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA