

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

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October 2, 1997

Via Hand Delivery

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32302

Re: South Georgia Health Venture, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are Articles of Incorporation for the above-referenced corporation. A check for \$122.50 to cover the filing fee and certified copy charge is enclosed.

If you will contact my office as soon as this document is ready, I will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please do not hesitate to give me a call. Your assistance in this matter is appreciated.

Sincerely,

*Robert A. Pierce*  
Robert A. Pierce

RAP/ss  
Enclosures

*10/2*

RECEIVED  
OCT - 2 AM 10 54  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH GEORGIA HEALTH VENTURE, INC.**

FILED  
97 OCT -2 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I.**  
**Name and Principal Office**

The name of this Corporation shall be **SOUTH GEORGIA HEALTH VENTURE, INC.** The principal place of business and mailing address of this Corporation is 227 South Calhoun Street, Tallahassee, Florida 32301.

**ARTICLE II.**  
**Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III.**  
**Stock**

The authorized capital stock of this Corporation shall consist of 100 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights

of first refusal, buy and sell agreements, or any other lawful form of agreements including agreements as to voting of the stock of the Corporation and its Board of Directors.

**ARTICLE IV.  
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.  
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Robert A. Pierce, Esquire  
227 South Calhoun Street  
Tallahassee, Florida 32301

**ARTICLE VI.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.  
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. The Board of Directors may from time to time

change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.  
Number of Directors**

This Corporation shall have five Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.  
Initial Board of Directors**

The initial Board of Directors shall consist of five persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until his/her successor is elected are as follows:

William Giudice  
c/o Tallahassee Memorial Regional  
Medical Center, Inc.  
Magnolia Drive and Miccosukee Road  
Tallahassee, Florida 32308

Thomas J. Bixler, II, M.D., FACS  
c/o The Heart Surgery Center, P.A.  
1401 Centerville Road, Suite 508  
Tallahassee, Florida 32308

Mark Vogelhut, M.D.  
c/o Anesthesiology Associates  
of Tallahassee, P.A.  
2173 Centerville Place  
Tallahassee, Florida 32308

David L. Tedrick, M.D.  
c/o Southern Medical Group, P.A.  
1401 Centerville Road  
Tallahassee, Florida 32308

Todd A. Patterson, D.O.  
c/o Newborn and Pediatric Intensive  
Care Consultants, P.A.  
1318 North Monroe Street, Suite E  
Tallahassee, Florida 32303

**ARTICLE X.  
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office.

**ARTICLE XI.  
Transactions In Which Directors  
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a

vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### **ARTICLE XII. Financial Information**

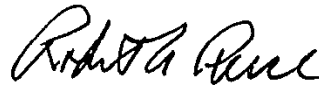
The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

#### **ARTICLE XIII. Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon

Shareholders hereunder are granted subject to this reservation and the terms of the Shareholder Agreement.

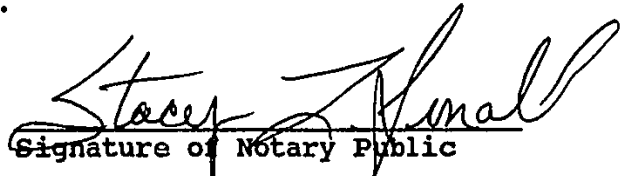
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 1st day of October, 1997.



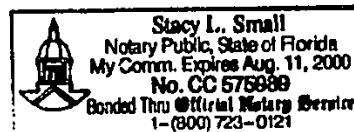
Robert A. Pierce  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 1st day of October, 1997, by Robert A. Pierce, who is personally known to me and who did not take an oath.

  
Signature of Notary Public

Notary Seal/Stamp:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

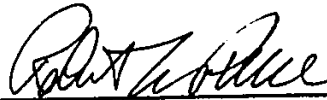
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

SOUTH GEORGIA HEALTH VENTURE, INC. desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Robert A. Pierce, located at said address, as its initial Registered Agent.



Robert A. Pierce  
Incorporator  
Date: October 1, 1997

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



ROBERT A. PIERCE  
Registered Agent  
Date: October 1, 1997

FILED  
97 OCT -2 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA