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LAW OFFICES
WEIDNER & WORTELBOER

JEANINE H. CORIS
DONALD W. WEIDNER
ROBERT L. WORTELBOER

10161 CENTURION PARKWAY NORTH, SUITE 190
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0004
FACSIMILE (904) 641-0760

CRYSTAL H. RINER,
ADMINISTRATOR

December 18, 1997

Via U.S. Mail

Attention: New Filings
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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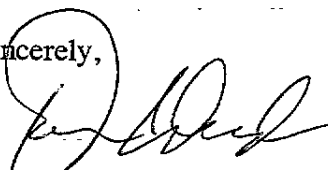
**Re: Filing of Articles of Incorporation for Tallahassee OB/GYN Associates, P.A.
Client Number: 97195**

Dear Division of Corporations:

Please find enclosed an original of the Tallahassee OB/GYN Associates, P.A. Articles of Incorporation and a check in the amount of \$122.50 made payable to Secretary of State. Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

Sincerely,



Donald W. Weidner, Esquire
Corporate Counsel
Tallahassee OB/GYN Associates, P.A.

DWW:bsl
Enclosures

cc: Leaton H. Hall, Jr., M.D.
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12-24-97

ARTICLES OF INCORPORATION
OF
TALLAHASSEE OB/GYN ASSOCIATES, P.A.

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I

Name

Section 1.1. Name. The name of this professional corporation is Tallahassee OB/GYN Associates, P.A., and the address is 2711 Capital Medical Boulevard, Suite B, Tallahassee, Florida 32308.

Article II

Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article IV **Capital Stock**

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having \$1.00 par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V **Initial Registered Office and Agent**

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Law Offices of Weidner & Wortelboer.

Article VI **Directors**

Section 6.1. Number. This professional corporation shall have ten (10) directors initially. The number of directors may be increased or diminished from time to time according to the bylaws, but shall never be less than two (2). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this professional corporation, who are licensed to practice medicine in the State of Florida, are:

Name

Address

Charles L. Cooper, M.D.

2414 E. Plaza Drive
Tallahassee, Florida 32308

Edwin D. Crane, III, M.D.	1313 Hodges Drive Tallahassee, Florida 32308
Alex Davenport, M.D.	2711 Capital Medical Boulevard, Suite C Tallahassee, Florida 32308
Michael L. Douso, M.D.	1842 Jaclif Court, Suite A Tallahassee, Florida 32308
Leaton H. Hall, Jr., M.D.	2711 Capital Medical Boulevard, Suite B Tallahassee, Florida 32308
Spurgeon W. McWilliams, M.D.	1620 Riggins Road Tallahassee, Florida 32308
Hutson H. Messer, M.D.	1628 N. Plaza Drive Tallahassee, Florida 32308
Roberto Morales, M.D.	2001 Miccosukee Road Tallahassee, Florida 32308
Robert L. Steele, M.D.	2001 Miccosukee Road Tallahassee, Florida 32308
John L. Taylor, M.D.	1628 N. Plaza Drive Tallahassee, Florida 32308

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend

or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII **Incorporator**

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is Leaton H. Hall, Jr., M.D., 2711 Capital Medical Boulevard, Suite B, Florida 32308.

Article IX **Amendment**

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

Article X **Dissolution**

Section 10.1. Dissolution. The corporation may be dissolved at any time on the affirmative vote of at least seventy-five (75%) percent of the board of directors. On dissolution, the corporation's property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

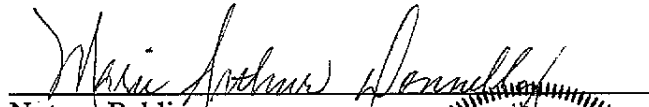
IN WITNESS WHEREOF, the incorporator has executed these Articles this 10th day of December, 1997.



Leaton H. Hall, Jr., M.D.

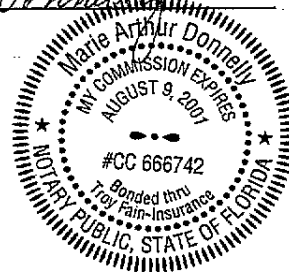
STATE OF FLORIDA)
) ss:
COUNTY OF LEON)

The foregoing instrument was acknowledged before me by Leaton H. Hall, Jr., M.D. this 10th day of December, 1997.



Notary Public
State of Florida at Large

My Commission Expires:

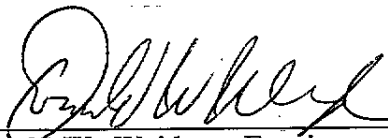


**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

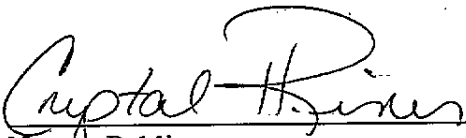
That Tallahassee OB/GYN Associates, P.A., a Florida professional corporation with its principal office as indicated in the Articles of Incorporation, has named Law Offices of Weidner & Wortelboer at 10156 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

By: 
Donald W. Weidner, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

16th **SWORN TO AND SUBSCRIBED** before me by Donald W. Weidner, Esquire this
day of December, 1997.


Notary Public
State of Florida At Large

My commission expires:



CRYSTAL H RINER
My Commission CC499934
Expires Oct. 08, 1999

ACCEPTANCE

I hereby agree to act as registered agent for Tallahassee OB/GYN Associates, P.A. as stated in the Articles of Incorporation of said Corporation.



Signature