

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

1 INDEPENDENT DRIVE, SUITE 2600

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 356-2600 · FAX (904) 355-0233

JOHN S. BALL  
JULIE EXUM BREUER  
EVA L. DANER  
ROBERT A. DAWKINS  
MICHAEL W. FISHER  
BEVERLY H. FURTICK  
JENNIFER R. JUNKER  
JOHN E. LAWLOR, III  
MICHAEL R. LEAS  
MARY A. ROBISON  
CLAY B. TOUSEY, JR.

SUITE 2001  
2 SAWGRASS VILLAGE  
PONTE VEDRA BEACH, FLORIDA 32082  
(904) 285-2601

PLEASE REPLY TO:  
JACKSONVILLE OFFICE

January 2, 1998

P980000000662

Division of Corporations  
Corporate Records Bureau  
Sharon Tala  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE

12-31-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5 PM 2:41

Re: Jacksonville Health Care Providers, P.A.

Dear Sharon:

Enclosed are the following items:

300002390343-5  
-01/06/98-01006-002  
\*\*\*\*122.50 \*\*\*\*122.50

1. The Articles of Incorporation for Jacksonville Health Care Providers, P.A.; and
2. An additional signed copy of the Articles for certifying; and
3. A check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation, with an effective date of December 31, 1997, certify the copy enclosed, and return it to me. As always, I appreciate your assistance.

Sincerely,

*Barbara E. Noe*

Barbara E. Noe  
Legal Assistant

Enclosures/92452

1/5

**ARTICLES OF INCORPORATION**

**OF**

**JACKSONVILLE HEALTH CARE PROVIDERS, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5 PM 2:41

I, the undersigned, a doctor duly licensed to render professional services as such in the State of Florida, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

**EFFECTIVE DATE**

**ARTICLE I: NAME**

12-31-97

The name of the corporation is Jacksonville Health Care Providers, P.A.

**ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the corporation is located at 1200 Gulf Life Drive, Suite 701, Jacksonville, Florida 32207, and the mailing address of the corporation is 1200 Gulf Life Drive, Suite 701, Jacksonville, Florida 32207.

**ARTICLE III: BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage in every phase and aspect of the business of rendering to the public the same professional services that a duly licensed doctor under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine;

(b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services;

(c) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE IV: DURATION**

This 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 the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

## **ARTICLE V: CAPITAL STOCK**

(a) Authorized Capital. The total number of shares that may be issued by the corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Limitation on Issuance. Each shareholder must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

(g) Voting Trusts. No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her stock.

## **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Beverly H. Furtick.

## **ARTICLE VII: BOARD OF DIRECTORS**

(a) Number and Qualification. There shall be a Board of Directors for this corporation which shall consist of not less than one (1) member, the number of the same to be fixed by the corporate bylaws. Each of the directors shall be of full age and shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida. A quorum for the

transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders. The shareholders of this corporation may remove any director from office at any time with or without cause.

(b) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) 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 VIII: INITIAL BOARD OF DIRECTORS**

The name and street address of the first member of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the bylaws of this corporation and the laws of the State of Florida, shall hold office, for the first fiscal year of the existence of this corporation are:

James W. Clower, III, M.D.

1200 Gulf Life Drive, Suite 701  
Jacksonville, Florida 32207

#### **ARTICLE IX: TRANSACTIONS WITH CORPORATIONS**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (s)he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if (s)he were not such officer or director of such other corporation or member of such firm, or not so interested.

## **ARTICLE X: RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the shareholders or between the shareholders and the corporation, provided such contract is filed with the Board of Directors of the corporation. The form, terms and conditions of any such regulatory or restrictive bylaws or contract shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his or her shares therein except to another individual who is eligible to be a shareholder of this corporation.

## **ARTICLE XI: BYLAWS**

(a) Adoption of Bylaws. The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaws or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the shareholders. No bylaw which has been altered, amended or adopted by such a vote of the shareholders may be altered, amended or repealed by vote of the directors.

(b) Scope of Bylaws. The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

## **ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

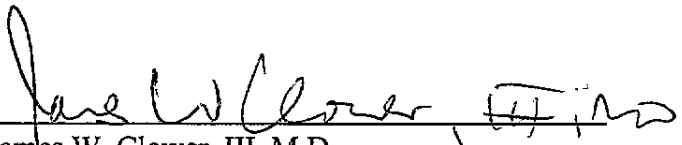
**ARTICLE XIII: INCORPORATOR**

The name and street address of the incorporator of this corporation are:

James W. Clower, III, M.D.

1200 Gulf Life Drive, Suite 701  
Jacksonville, Florida 32207

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of  
Incorporation this 31 day of December 1997.

  
James W. Clower, III, M.D.

92328

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5 PM 2:41

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

First--That Jacksonville Health Care Providers, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Beverly H. Furtick, located at One Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

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

Beverly H. Furtick  
Beverly H. Furtick  
(Resident Agent)

92328