



P9800027138

Mayo Clinic Jacksonville
4500 San Pablo Road
Jacksonville, Florida 32224
904-953-2000

March 19, 1998

Florida Department of State
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/20/98--01075--004
****131.00 ****131.00

Re: Filing of the Initial Articles of Incorporation for MHP Holding, Inc.

To Whom It May Concern:

Enclosed are the fully executed Articles of Incorporation for MHP Holding, Inc. and a check in the amount of \$131.00 payable to the Secretary of State for the filing fee, the return of a certified copy of the Articles of Incorporation, and a Certificate of Status. Also enclosed is a return envelope for the Express Mail of the certified Articles of Incorporation and the Certificate of Status to me.

I would appreciate it if you would forward to me a letter of acknowledgment of receipt of the documents and, when filed, a certified copy of the Articles of Incorporation and a Certificate of Status. If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Stephen P. Nelson, J.D.
Legal Counsel

SPN/djn
Enclosures

cc: Patrick Healy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MHP HOLDING, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MHP HOLDING, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4168 Southpoint Parkway, Suite 102
Jacksonville, Florida 32216
(Duval County)

ARTICLE III

Business and Purposes

The general purposes for which this corporation is organized are the operation of an insurance holding company in accordance with Florida Statutes, Chapter 628, and the transaction of any and all other lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4500 San Pablo Road, Jacksonville, Florida 32224, and the initial registered agent of this corporation at such office shall be Joanne L. Martin. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than five (5) nor more than fifteen (15) members, the exact number of directors to be fixed from

time to time by the stockholders or the bylaws. All directors shall be over eighteen (18) years of age, and a majority must be United States citizens. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, 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 stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. The stockholders shall have the following additional reserved powers:

- (a) to sell the assets of the corporation;
- (b) to dissolve the corporation;
- (c) to merge the corporation with another entity;
- (d) to consolidate the corporation into a new entity;
- (e) to distribute assets of the corporation by way of dividend or otherwise;
- (f) to make capital expenditures in excess of Twenty-Five Thousand Dollars (\$25,000.00) that are not part of a previously approved budget;
- (g) to amend or otherwise change the bylaws; and
- (h) to approve the operating and capital budget of the corporation.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of six (6) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Leo F. Black, M.D.	4500 San Pablo Road Jacksonville, Florida 32224
David B. Bolling	4500 San Pablo Road Jacksonville, Florida 32224

Nelson S. Brewer, M.D.	4500 San Pablo Road Jacksonville, Florida 32224
Denis A. Cortese, M.D.	4168 Southpoint Parkway Suite 102 Jacksonville, Florida 32216
Patrick M. Healy	4168 Southpoint Parkway Suite 102 Jacksonville, FL 32216
J. Larry Read	4500 San Pablo Road Jacksonville, Florida 32224

ARTICLE IX

Incorporators

The names and street addresses of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David B. Bolling	3751 Cricket Cove Rd. East Jacksonville, Florida 32224
Denis A. Cortese, M.D.	129 Indian Cove Lane Ponte Vedra, Florida 32082
Patrick M. Healy	8219 Windover Cove Jacksonville, Florida 32256

ARTICLE X

Bylaws

(a) 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 bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the

stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

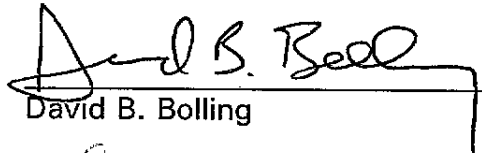
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation,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

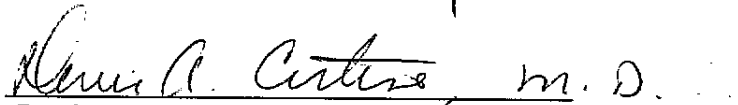
ARTICLE XI

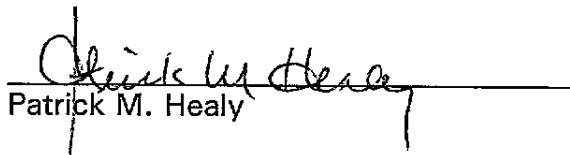
Amendment of Articles of Incorporation

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

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.

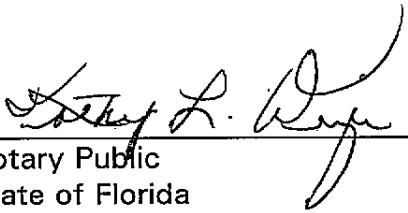

David B. Bolling


Denis A. Cortese, M.D.


Patrick M. Healy

STATE OF FLORIDA
COUNTY OF DUVAL

PERSONALLY APPEARED before me, David B. Bolling, Denis A. Cortese, M.D., and Patrick M. Healy, who acknowledged executing the above Articles of Incorporation.



Notary Public
State of Florida
At Large

My commission expires: _____

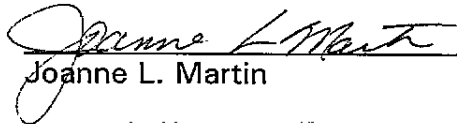


MHP HOLDING, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Joanne L. Martin, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of March, 1998.


Joanne L. Martin

FILED
98 MAR 20 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA