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JOHN MOXLEY, P. A.
ATTORNEY AT LAW
2320 NORTHEAST 2ND STREET, SUITE 4
OCALA, FLORIDA 34470

March 25, 1998

TELEPHONE (352) 732-8085
FAX (352) 732-1686

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

RE: *Marion Oaks Medical Clinic, P.A.*

Dear Sir or Madam:

Enclosed please find two (2) fully executed Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the sum of \$122.50 as payment of the various fees calculated as follows:

Filing fee	\$ 35.00
Certified copy of Articles	52.50
Registered Agent Fee	35.00
	<u>\$122.50</u>

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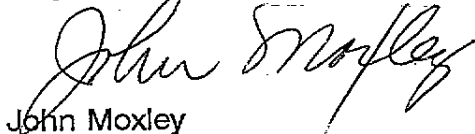
Providing everything is in order, please certify and return one set of the Articles of Incorporation.

Thank you for your assistance in this matter.

EFFECTIVE DATE

3-19-98

Very truly yours,


John Moxley

JM/pep
Enc.

FILED
98 MAR 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-27-98

ARTICLES OF INCORPORATION

of

MARION OAKS MEDICAL CLINIC, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, all of lawful age, hereby associate ourselves together for the purposes of becoming a corporation under the laws of Florida.

EFFECTIVE DATE

3-19-98

I.

The name of the corporation shall be MARION OAKS MEDICAL CLINIC, P.A.

II. Purpose

The purpose for which the Corporation is organized is to engage in and carry on all branches of the practice of medicine within the State of Florida and to do those things that are necessary or proper in connection with the practice, including, but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation or other entity and to perform, carry out, cancel and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporation, or entities, and to become a shareholder in any corporation for profit and to become a member of any association, nonprofit corporation or other entity.

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive and benefit plans, trusts, and provisions, for the directors, officers and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom its capital stock shall be issued or transferred and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the *Florida Professional Service Corporation and Limited Liability Company Act*, as presently enacted and as may be amended or superseded by any other statute.

III. Shares

The maximum number of shares of stock shall be **One Thousand (1,000)** shares of a par value of **\$1.00** per share.

IV. Capital

The amount of capital with which the corporation shall begin business shall be **Five Hundred Dollars and No/100 (\$500.00)**.

V. Duration

The term of existence of the Corporation is perpetual unless sooner terminated or discontinued by law.

VI. Principal Office

The mailing address of the initial principal office of the Corporation is 128 Marion Oaks Blvd., Suite 101, Ocala, Florida 34473.

VII. Number of Directors

The number of directors of this corporation shall be **one (1)** unless and until the number shall be changed by the stockholders at any meeting lawfully held, or by the directors when so authorized by the by-laws.

VIII. Board of Directors

The name and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

ANTHONY E. OKOH, M.D., 128 Marion Oaks Blvd., Suite 101, Ocala, Florida 34473.

IX. Incorporators

The name and street address of each person signing the Articles of Incorporation as a subscriber is as follows:

ANTHONY E. OKOH, M.D., 128 Marion Oaks Blvd., Suite 101, Ocala, Florida 34473.

X. Registered Agent

The street address of the Registered Agent of the corporation is:

JOHN MOXLEY, P.A., 2320 NE 2nd St., Suite 4, Ocala, Marion County, Florida 34470.

XI. Effective Date

This Corporation shall begin business MARCH 19, 1998.

XII. Indemnification

Right to Indemnification.

12.1 To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the

defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of Directors who were not parties to such action, has determined, by majority vote at a meeting or by a written instrument signed by majority of the directors who were not parties to such action, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

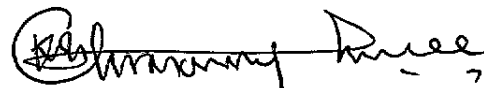
(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding had no reasonable cause to believe that the conduct was unlawful.

Written Demand for Indemnification.

12.2 Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the corporation). If the Board of Directors does not within 30 days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director or employee may, within 30 days following date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b) and (c) of Paragraph 13.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

WITNESS the hand and seal of the Incorporator this 17 day of ^{MARCH} ~~February~~, 1998.



ANTHONY E. OKON, M.D.

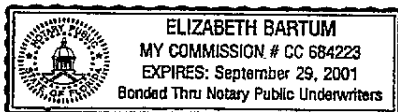
STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a Notary Public in and for the State of Florida, this day appeared Anthony E. Okoh, M.D., personally known to me known or who produced a Florida Driver's License as identification and who is the person described in and who executed the foregoing instrument and who acknowledged before me the execution thereof for the uses and purposes therein expressed and stated.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 17
March
day of ~~February~~, 1998.

Elizabeth Bartum
Notary Public

My commission expires:



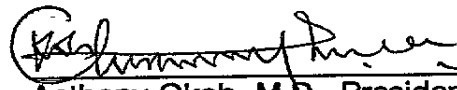
EFFECTIVE DATE

3-19-98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, That MARION OAKS MEDICAL CLINIC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Marion County, State of Florida, has named John Moxley, P.A., located at 2320 NE 2nd St., Suite 4, Ocala, Florida 34470, as its agent to accept service of process within Florida.


Anthony Okoh, M.D., President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all the statutes relative to the proper and complete performance of my duties.


John Moxley, Registered Agent

Dated this 25th day of March, 1998.

FILED
98 MAR 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA