

P98000028801



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 758641 4381472
AUTHORIZATION : *Patricia Pate*
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:01

ORDER DATE : March 27, 1998
ORDER TIME : 1:25 PM
ORDER NO. : 758641-005
CUSTOMER NO: 4381472

CUSTOMER: Howard M. Robinson, Esq
BROAD AND CASSEL

400002471224--8

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: FLORIDA ORTHOPAEDIC AND SPINE
INSTITUTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
98 MAR 27 PM 1:51
DIVISION OF CORPORATIONS

g 3/27/98

ARTICLES OF INCORPORATION

OF

FLORIDA ORTHOPAEDIC AND SPINE INSTITUTE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:01

The undersigned acting as sole incorporator of **FLORIDA ORTHOPAEDIC AND SPINE INSTITUTE, INC.**, under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be **FLORIDA ORTHOPAEDIC AND SPINE INSTITUTE, INC.** (the "Corporation").

ARTICLE II

Duration

The period of existence of the Corporation is perpetual.

ARTICLE III

Purpose

This Corporation is organized for the purpose of engaging in any lawful act or activity for which Corporations may be organized under the Florida General Corporations Code and the laws

of the United States.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock which the Corporation is authorized to have outstanding at any time is Fifty Thousand (50,000) shares of common stock, par value \$.001 per share (the "Common Stock"), comprised of Twenty-five Thousand (25,000) shares of Class A Common Stock and Twenty-five Thousand (25,000) shares of Class B Common Stock.

ARTICLE V

Pre-emption

The Stockholders shall have pre-emptive rights on a pro-rata basis.

ARTICLE VI

Initial Stockholders

The Corporation shall have two (2) classes of Stockholders, entitled "Class A Stockholders" and "Class B Stockholders." The rights and privileges appurtenant to the Class A Stockholders and Class B Stockholders shall be identical, except that:

- (a) The initial Class A Stockholder shall be Brevard Orthopaedic Clinic, Inc.

and the initial Class B Stockholder shall be Holmes Regional Medical Center, Inc.

(b) The voting rights of the Stockholders shall be as specified in the Bylaws of the Corporation.

ARTICLE VII

Board of Directors

The Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by Bylaws adopted or amended by the Stockholders, but shall never be less than two (2).

ARTICLE VIII

Principal Office; Mailing Address

The address of the Principal Office of the Corporation, and the Corporation's mailing address, is 8249 Devereux Drive, Melbourne, Florida 32940. The location of the Principal Office shall be subject to change as may be provided in Bylaws duly adopted by the Corporation.

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is Suite 1100, 390 North Orange Avenue, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE X

Amendment to Articles of Incorporation or Bylaws

The power to adopt, alter, amend or repeal these Articles of Incorporation or Bylaws shall be as provided in the Corporation's Bylaws.

ARTICLE XI

Election of Directors

Members of the Board of Directors shall be elected only as provided in the Corporation's Bylaws.

ARTICLE XII

Indemnification

1. The Corporation hereby indemnities any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1 (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1 (a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

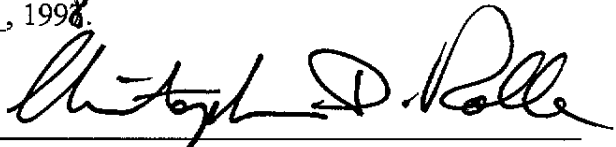
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XIII

Incorporator

The name and address of the person signing these Articles is as follows: Christopher D. Rolle, P.A., Broad and Cassel, Suite 1100, 390 North Orange Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of March, 1998.

A handwritten signature in black ink, appearing to read "Christopher D. Rolle", written over a horizontal line.

Christopher D. Rolle
Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT

THE UNDERSIGNED, B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC., having been named in Article X of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 26 day of March, 1998.

REGISTERED AGENT:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.

By: J. Burton Spraker, Vice Pres.
Print Name: J. BURTON SPRAKER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:01