

CIATES, P.A.

DAVID A. SAPP, P.A.
Licensed in FL, CO & NC

P98000086839

October 6, 1998

da Secretary of State
Box 6327
allahassee, FL 32314

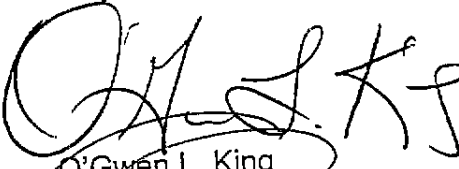
Re: Glenn M. Bankert, D.O., P.A.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation with reference to the above corporation. Also included is an Agreement of Merger which we are requesting you to file after the Articles have been filed.

We have included a check in the amount of \$122.50 for the required filing fees. If there is any question, please contact the undersigned.

Very truly yours,


O'Gwen L. King

OLK:cjm
Enc.

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King & Sapp - Attorneys

1622 North Ninth Avenue • Pensacola, Florida • 32503-5522

Telephone 850 • 438 • 0088 Fax 850 • 438 • 1549

Mr. Heness gave
OK to correct title - and
add date of adoption
by shareholders as

merger 11/17/98
Sp

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GLENN M. BANKERT, D.O., P.L., L94000000746

INTO

GLENN M. BANKERT, D.O., P.A., a Florida corporation, P98000086839.

File date: October 9, 1998

Corporate Specialist: Susan Payne

C O V E R

FAX

S H E E T

To: Rhonda Jordan
Fax #: 850-689-2204
Subject: Bankert/Caputo P.A.'s
Date: November 6, 1998
Pages: One, including this cover sheet.

COMMENTS:

Dear Rhonda:

We have been working with Susan Payne at the Florida Secretary of State's office regarding the Bankert/Caputo merger documents which were recently filed. Ms. Payne had some initial questions which John Henss and our office has now answered. However, there are additional filing fees necessary because of the merger.

Ms. Payne stated that each corporation owes an additional \$26.25 in filing fees. Please send \$52.50 to:

Florida Secretary of State
Attn: MS. SUSAN PAYNE/Personal & Confidential
P.O. Box 6327
Tallahassee, FL 32314

Once the additional filing fees are received, Ms. Payne can finalize the merger documents.

We have received the Willow Creek Farms Articles which were filed October 13, 1998 and were effective October 9, 1998. We have ordered a corporate kit and once received, we can issue the stock. Let me know if you have any questions.

Thanks.
Cathy

From the desk of...

Cathy J. Macbeth
Legal Assistant
O'Gwen L. King & Assoc., P.A.
1622 N. 9th Avenue
Pensacola, FL 32503

904-438-0088
Fax: 904-438-1549

ARTICLES, PLAN AND
AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER dated the ~~24~~²⁶ day of October 1998 by and between GLENN M. BANKERT, D.O., P.A., a corporation organized and existing under the laws of the State of Florida, with its principal place of business in Crestview, Okaloosa County, Florida (hereinafter called "P.A."), and a majority of the directors of said Company as first parties, and GLENN M. BANKERT, D.O., P.L., a limited liability company organized and existing under the laws of the State of Florida, with its principal place of business in Crestview, Florida (hereinafter called "P.L."), and a majority of the members of said Company as second parties (the said first and second parties being sometimes hereinafter collectively called the "Constituent Companies"), WITNESSETH THAT:

WHEREAS, there are authorized, issued and outstanding 50 shares of capital common stock of P.A. of the par value of \$10.00 each; and

WHEREAS, there are outstanding 889,118.82 membership interests of P.L. of the value of \$1.00 each; and

WHEREAS, P.A. and P.L. deem it desirable to merge as authorized by the statutes of the State of Florida into a single company which shall be P.A., one of the parties hereto.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the parties hereto and in accordance with the applicable statutes of the State of Florida, subject to the conditions hereinafter expressed, that P.A. and P.L. shall be and the same are hereby merged into one corporation, namely, P.A., a corporation, organized and existing under the laws of the State of Florida, one of the parties hereto.

The parties hereto by these presents agree to and prescribe the terms and conditions of said merger and mode of carrying the same into effect, which terms and conditions and the mode of carrying the same into effect the parties hereto do mutually and severally agree and covenant to observe, keep and perform, to-wit:

A.

EFFECTIVE DATE OF MERGER

The merger of the Constituent Companies shall be effective after this Agreement of Merger shall have been adopted by the holders of two-thirds of the voting power of the shareholders of P.A. and members of P.L. present or represented at separate meetings of the shareholders of the certification of the action of such shareholders of the secretary of the Constituent Companies, the execution and acknowledgment of the Agreement as it was adopted and certified by the president, vice president or operating manager and secretary of the Constituent Companies, in the office of the Secretary of State of the

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State of Florida. For the purposes of taxation and accounting and of giving effect to the merger for purposes of operations in respect of the Surviving Company, the merger of the Constituent Companies shall take place as of 12:01 a.m. Central Standard Time, at the principal location of the Constituent Companies September 1, 1998. All necessary action shall be taken by each of the Constituent Companies so as to cause said merger for the purposes hereinbefore stated to become effective as of said time. The plan of merger was adopted by the shareholders of each corporation on September 15, 1998.
B.

CERTIFICATE OF ARTICLES OF ORGANIZATION OF
SURVIVING COMPANY

The Company resulting from this merger, which Company is the "Surviving Company" as such term is at times used in the statutes of the State of Florida, relating to corporations and insurance companies, is and shall be P.A., a corporation, organized and existing under the laws of the State of Florida, the same being hereinafter sometimes called the "Surviving Company." The Articles of Organization of such Company shall be as follows and the provisions of the same are incorporated as a part of this Agreement.

ARTICLES OF INCORPORATION
OF
GLENN M. BANKERT, D.O., P.A.
A PROFESSIONAL ASSOCIATION

The undersigned, who is duly licensed to practice medicine in the state of Florida, desires to form a professional corporation in accordance with Chapter 607 and 621 of the Florida Statutes, adopt the following Articles of Incorporation.

I. NAME

The name of the Corporation is GLENN M. BANKERT, D.O., P.A.

REGISTERED OFFICE

The location and address of the Corporation's initial registered office in this state is 125 Redstone Avenue, Suite A, Crestview, Okaloosa County, Florida, 32536. The initial registered agent at the registered office is GLENN M. BANKERT, who by his signature accepts and is familiar with such responsibility.

III. PURPOSE

The purpose for which the Corporation is organized shall be 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 that practice, including, but not limited to the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business 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, corporations, 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 restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

(g) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

IV. DURATION

The term of existence of the corporation is perpetual.

V. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by this Corporation,

acting through its duly elected officers, and no officer, employee, or agent shall enter into any contract, written or verbal, for professional services with any patient wherein the right to select the person by which the services shall be rendered is delegated to the patient. This provision shall not be applicable to the extent it is in conflict with law or the professional rules of medicine.

VI. INCORPORATORS

The name and post office address of the incorporator is:

GLENN M. BANKERT
125 Redstone Avenue
Suite A
Crestview, FL 32536

VII. DIRECTORS

The Board of Directors shall consist of one (1) member. The name and address of the first Board of Directors is:

Glenn M. Bankert
125 Redstone Avenue
Suite A
Crestview, Florida 32536

VIII. SHARE STRUCTURE

The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares, \$100 par value.

Restrictions on Issuance and Transfer

No share of stock of this Corporation shall be issued or transferred to any person who is not a doctor duly licensed to practice medicine in the State of Florida.

Authority of Board of Directors

Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and, after organization, shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts of kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or by the Board of Directors and has been paid or delivered, shall be fully paid and nonassessable.

Dividends

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to

shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by the corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholder's Actions

To the extent permissible under the laws of the State of Florida, consent by vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is Five Hundred Dollars and no/100 (\$500.00).

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of the Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is

connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors or the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of evidence or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

XII. INDEMNIFICATION

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 paid in satisfaction of, 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 a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all the directors, 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.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Written Demand for Indemnification

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 thirty (30) days after the service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the 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 XII. 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 determinations.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed his seal this 8th day of October, 1998.



GLENN M. BANKERT

C.

MANNER OF CONVERTING SHARES

The manner of converting the outstanding ownership interests of each of the Companies which are parties hereto into membership interests of the Surviving Company shall be as follows:

Forthwith upon the effective date of this Agreement, each membership share of P.L. shall be converted into and shall become 8,892 shares of the Surviving Company.

D.

STATUTORY REPRESENTATION

No director, member, officer, agent or employee of either of the Constituent Companies shall receive any fee, commission, compensation or other valuable consideration whatsoever for in any manner aiding, promoting or assisting therein.

E.

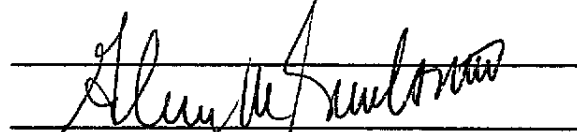
MISCELLANEOUS PROVISIONS

Upon this Agreement of Merger becoming effective, all assets of the Surviving Company (comprising assets of the Constituent Companies) in excess of its liabilities and aggregate par value of its shares of stock of all classes to be issued and outstanding as hereinbefore provided shall pass to its surplus accounts.

The registered executive office of the Surviving Company is at 125 Redstone Avenue, Suite A, Crestview, Florida 32536.

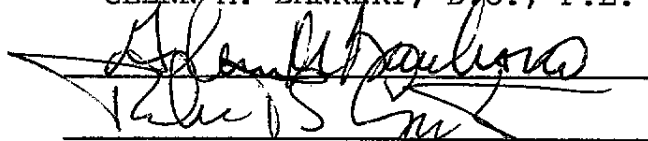
IN WITNESS WHEREOF a majority of the directors of each of the Companies, parties to this Agreement of Merger, have hereunto set their hands, all as of the day and year first above written.

GLENN M. BANKERT, D.O., P.A.



Majority of Directors of
Glenn M. Bankert, D.O., P.A.
(sole director)

GLENN M. BANKERT, D.O., P.L.



Robert S. Caputo
Majority of Members of
Glenn M. Bankert, D.O., P.L.