

P99000056381

Thomas W. Lager  
(Requestor's Name)  
354 Office Plaza  
(Address)  
Tallahassee, FL 32301 877-0112  
(City, State, Zip) (Phone #)

APPROVED  
AND  
FILED

99 JUN 22 PM 12:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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-06/22/99--01057--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tallahassee Orthopedic Clinic III, P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**TALLAHASSEE ORTHOPEDIC CLINIC III, P.A.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

59 JUN 22 PM 12:50

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AND  
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The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

**ARTICLE I**

**NAME**

The name of the professional service corporation is TALLAHASSEE ORTHOPEDIC CLINIC III, P.A.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 3334 Capital Medical Boulevard, Suite 400, Tallahassee, Florida 32308.

**ARTICLE III**

**PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine, to include lawful ancillary medical businesses. In addition, the

corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment and own real and personal property necessary for the rendering of professional services.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

#### **ARTICLE V**

##### **CAPITAL STOCK**

The capital stock of the professional service corporation shall be 10,000 shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

#### **ARTICLE VI**

##### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 354 Office Plaza, Tallahassee, Florida 32301. The name of the initial registered agent at that address is Thomas W. Lager, Esquire.

## ARTICLE VII

### BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of 13 members. The names and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Tom C. Haney, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
William D. Henderson, Jr., M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Robert L. Thornberry, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Charles H. Wingo, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Donald M. Dewey, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Steve E. Jordan, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Mark E. Fahey, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
D. Christian Berg, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Kris D. Stowers, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Gregg A. Alexander, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308

<u>Name</u>	<u>Address</u>
Billy C. Weinstein, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Richard E. Blackburn, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308
Carl E. Lowder, Jr., M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308

## ARTICLE VIII

### SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation as subscriber is:

<u>Name</u>	<u>Address</u>
Steve E. Jordan, M.D.	3334 Capital Medical Boulevard, Suite 400 Tallahassee, Florida 32308

## ARTICLE IX

### RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders or in the event of the death of any of its shareholders. The manner and

form, as well as the relevant terms, conditions and details of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's share of stock shall immediately become subject to purchase by the professional service corporation in accordance with the Bylaws adopted by the shareholders.

## **ARTICLE X**

### **AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

STEVE E. JORDAN, M.D., Subscriber

NOTARY PUBLIC

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Incorporation of **TALLAHASSEE ORTHOPEDIC CLINIC III, P.A.** as the Registered Agent of this professional service corporation, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Incorporation and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of the position of Registered Agent.



\_\_\_\_\_  
THOMAS W. LAGER, Registered Agent

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AND  
FILED

99 JUN 22 PM 12:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA