

N O O O O O O O O O 1 1 O
Law Offices

SCOTT DAVID KRUEGER, CHARTERED

A Professional Corporation

2790 NORTHWEST 43RD STREET, SUITE 200
POST OFFICE BOX 357099
GAINESVILLE, FLORIDA 32635

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December 21, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/30/99--01071--002
*****70.00 *****70.00

Re: Mid-Florida Physicians Network

To whom it may concern:


Enclosed please find an original and one copy of the Articles of Incorporation for the above named, as well as a certificate designating Registered Agent/Registered Office, together with our check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent	
Designation Fee	35.00
TOTAL	\$ 70.00

Your prompt response in return of a confirmation of the filing is appreciated.

Thank you for your assistance in this matter.

Sincerely yours,


Scott David Krueger

enclosures

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ARTICLES OF INCORPORATION OF
MID-FLORIDA PHYSICIANS NETWORK, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following of Incorporation:

Article 1
NAME

The name of the Corporation is: Mid-Florida Physicians Network, Inc.

Article 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Member, Trustees or Officers, except to the extent permissible under law.

Article 3
DURATION

The duration (term) of the Corporation is perpetual.

Article 4
PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- a) To promote high standards of ethical conduct and professionalism in the practice and delivery of healthcare and ancillary services;
- b) To assist and promote the interest of the medical community generally;

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- c) To encourage and cultivate free intercourse and fellowship among members of the healthcare community;
- d) To facilitate the use of healthcare provider organizations, including, but not limited to, insurance carriers, health maintenance organizations, governmental entities, preferred provider organizations, community health purchasing alliances;
- e) To act as a problem resolution liaison between members and participating health care entities;
- f) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donated or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- g) To do such other things as are incidental to the purposes of this Corporation or necessary or desirable in order to accomplish them.

Article 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall

be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

Article 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2790 Northwest 43rd Street, Suite 299, Gainesville, Florida 32606, and the name of its initial Registered Agent at that address is Scott David Krueger, Attorney At Law.

Article 8
INITIAL BOARD OF TRUSTEES

The management of the corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges.

Article 9
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws.

Article 10
INCORPORATORS

The name and address of each Incorporator is as follows:

James Freeman, M.D.
4881 Northwest 8th Avenue, Suite 5
Gainesville, Florida 32605

Sidney Clevinger, M.D.
4881 Northwest 8th Avenue, Suite 5
Gainesville, Florida 32605.

Article 11
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article 12
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

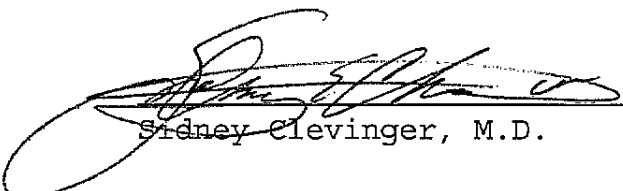
Article 13
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustee, to the full extent permitted by the laws of the State of Florida.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 17th day of December, 1999.

Incorporators:


James Freeman, M.D.

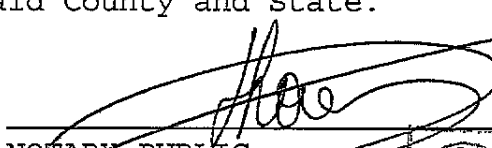

Sidney Clevinger, M.D.

STATE OF FLORIDA
COUNTY OF ALACHUA

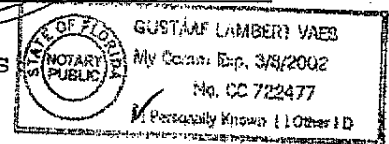
Before me personally appeared James Freeman, to me well known
personally (yes X no) or produced as

identification and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 17th day of December, 1999, in the aforesaid County and State.



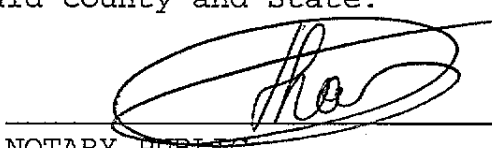
NOTARY PUBLIC
My Commission Expires



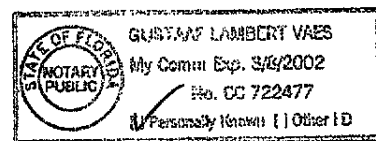
STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared Sidney Clevinger, to me well known personally (yes ☒ no ☐) or produced _____ as identification and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 17th day of December, 1999, in the aforesaid County and State.



NOTARY PUBLIC
My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

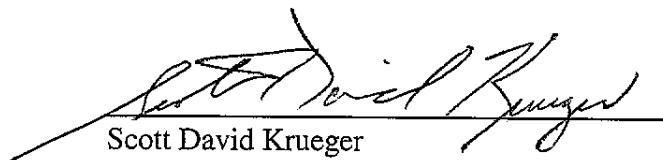
In pursuance to the provisions of section 617.0501, Florida Statutes, the following is submitted in designating the registered agent and registered office in the state of Florida.

That **Mid-Florida Physicians Network, Inc.**, desiring to organize under the laws of the State of Florida, has named the following, who is located at the address indicated, as its agent to accept service of process within this state:

SCOTT DAVID KRUEGER
2790 NORTHWEST 43RD STREET, SUITE 200
GAINESVILLE, FLORIDA 32606

ACKNOWLEDGMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Scott David Krueger

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