

9400824

01/03/94

GARRY E. SIEGEL, M.D., P.C.

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9400824  
EFFECTIVE DATE: 01/03/1994  
COUNTY : FULTON  
REFERENCE : 0070  
PRINT DATE : 01/10/1994  
FORM NUMBER : 311

STEWARD A. SPARKS, III  
115 PERIMETER CENTER PLACE  
975 SOUTH TERRACES  
ATLANTA, GEORGIA 30346

**CERTIFICATE OF INCORPORATION**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**GARRY E. SIEGEL, M.D., P.C.**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*  
VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta



MAX CLELAND  
Secretary of State  
State of Georgia

Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

|                                      |                                  |                          |
|--------------------------------------|----------------------------------|--------------------------|
| DOCKET # <u>940040007</u>            | PENDING CONTROL # <u>P056126</u> | CONTROL # <u>9400824</u> |
| Docket Code <u>311</u>               | Corporation Type <u>DP</u>       |                          |
| Date Filed <u>1/3/94</u>             | Amount Received \$ <u>160.00</u> | Check/Receipt # _____    |
| Jurisdiction (County) Code <u>60</u> |                                  |                          |
| Examiner <u>69</u>                   |                                  | Date Completed _____     |

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

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|--|
| 1. <u>933540554</u><br>Corporate Name Reservation Number<br><u>GARRY E. SIEGEL, M.D., P.C.</u><br>Corporate Name (exactly as appears on name reservation)  |
| 2. <u>Steward A. Sparks, III</u> (404) <u>390-9009</u><br>Applicant/Attorney Telephone Number<br><u>975 South Terraces, 115 Perimeter Center Place</u><br>Address<br><u>Atlanta</u> <u>Georgia</u> <u>30346</u><br>City State Zip Code   |
| 3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)<br>1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)<br>2. ORIGINAL ARTICLES OF INCORPORATION<br>3. ONE COPY OF ARTICLES OF INCORPORATION<br><br>I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law. |
| <u>[Signature]</u><br>Authorized Signature   |
| <u>1/3/94</u><br>Date  |

ARTICLES OF INCORPORATION

OF

GARRY E. SIEGEL, M.D., P.C.

ARTICLE I

The name of the Corporation is: Garry E. Siegel, M.D., P.C.

ARTICLE II

The Corporation elects to be governed by the Georgia Professional Corporation Act. The object of the Corporation is pecuniary gain and profit and the purpose for which the Corporation is formed is to engage in every aspect of the practice of medicine, including without limitation, the practice of obstetrics and gynecology.

ARTICLE III

The Corporation shall have authority to issue 100,000 shares of stock.

ARTICLE IV

The shares of the Corporation shall only be issued to, held by, or transferred to a person who is licensed in Georgia to practice medicine, and who is actively engaged in the practice, except as otherwise permitted under the Georgia Professional Corporation Act. Each share certificate shall state this restriction and shall state that shares in the name of a person retired or disqualified from the practice of medicine, or in the name of the personal representative of a deceased person are void, except to the extent such shares are held for the periods provided by Section 14-7-5 of the Georgia Professional Corporation Act.

ARTICLE V

The initial registered office of the Corporation shall be at 2500 Hospital Boulevard, Suite

150, Roswell, Fulton County, Georgia 30076. The initial registered agent of the Corporation at such address shall be Garry E. Siegel, M.D.

#### ARTICLE VI

The principal office address of the Corporation is:

Suite 150  
2500 Hospital Boulevard  
Roswell, Georgia 30076.

#### ARTICLE VII

At least one member of the Board of Directors and the President of the Corporation shall be licensed in Georgia to practice the profession of medicine.

#### ARTICLE VIII

All decisions made by directors relating to the professional considerations concerning the practice of medicine shall be made only by those directors who are licensed to practice the profession in Georgia and such decisions made by such members shall be the act of the Board of Directors.

#### ARTICLE IX

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a

director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the board of directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the board of directors cannot be obtained under (i), and a committee cannot be designated under (ii), selected by majority vote of the full board of directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons

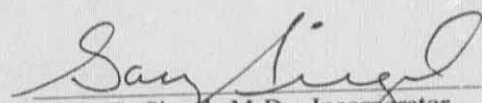
whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Georgia.

ARTICLE IX

The name and address of each incorporator is:

Garry E. Siegel, M.D.  
2500 Hospital Blvd.  
Suite 150  
Roswell, Georgia 30076

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
Garry E. Siegel, M.D., Incorporator

Prepared by:

Steward A. Sparks, III  
Kessler & Sparks  
975 South Terraces  
115 Perimeter Center Place  
Atlanta, Georgia 30346  
(404) 390-9009

SECRETARY OF STATE  
JAN 3 3 12 PM '94  
BSR (1)

BSR (1)  
JAN 7 4 06 PM '94

SECRETARY OF STATE

CONSENT TO THE APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland  
Secretary of State  
Ex-Officio Corporations Commissioner  
State of Georgia

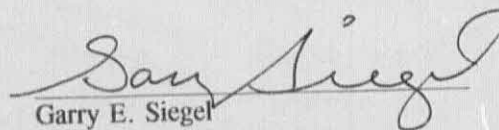
RE: Incorporation of Garry E. Siegel, M.D., P.C.

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Dear Mr. Secretary:

I, Garry E. Siegel, M.D., do hereby consent to serve as registered agent for the professional corporation "Garry E. Siegel, M.D., P.C."

This 3<sup>rd</sup> day of January, 1994.

  
Garry E. Siegel  
Garry E. Siegel, Incorporator

2500 Hospital Blvd.  
Suite 150  
Roswell, Georgia 30076



**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

RESERVATION NUMBER: 933540554  
EFFECTIVE DATE : 12/20/1993  
EXPIRATION DATE : 03/20/1994  
LICENSE NUMBER : #29784  
CONSENT ON FILE : N/A  
PRINT DATE : 12/21/1993  
FORM NUMBER : 506

STEWART SPARKS  
115 PERIMETER CENTER PLACE  
STE 975  
ATLANTA GA 30346

**NAME RESERVATION CERTIFICATE**

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

**GARRY E. SIEGEL, M.D., P.C.**

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership, professional association, or limited liability company on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations, limited partnerships, or limited liability companies. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership, professional association, or limited liability company.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

CERTIFICATE OF VERIFICATION

TO: Max Cleland  
Secretary of State  
Ex-Officio Corporations Commissioner  
State of Georgia

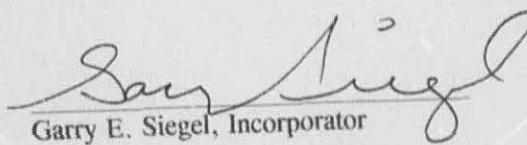
RE: Incorporation of Java Road, Inc.

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Dear Mr. Secretary:

I, Garry E. Siegel, as Incorporator of the above referenced incorporation, do hereby verify that, prior to filing these Articles of Incorporation with the Secretary of State, a request for the publication of a notice of intent to file the articles and payment therefore have been made as required by O.C.G.A. §14-2-201.1(b).

This 3 day of January, 1994.

  
Garry E. Siegel, Incorporator

2500 Hospital Blvd.  
Suite 150  
Roswell, Georgia 30076

**KESSLER  
& SPARKS**

ATTORNEYS AT LAW

Writer's Direct Number:  
395-5810

January 3, 1994

Secretary of State  
Corporations Division  
Suite 315 West Tower  
2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334

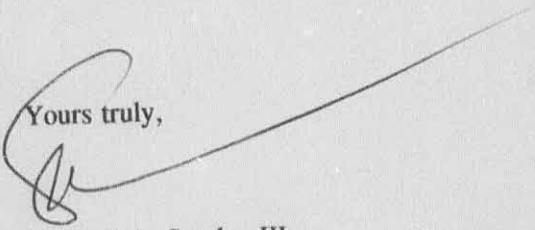
Re: Garry E. Siegel, M.D., P.C.

Dear Sir or Madam:

This letter is to request that processing of the Certificate of Incorporation for the above referenced corporation be rush filed due to business considerations which require the immediate possession of the certificate. Our firm's check in the amount of \$140.00 is attached.

Thank you for your cooperation.

Yours truly,

  
Steward A. Sparks, III

SAS/tc  
Enclosure  
9315072.01RUSH.LTR

MICHAEL A. KESSLER • STEWARD A. "SAM" SPARKS, III  
975 SOUTH TERRACES • 118 PERIMETER CENTER PLACE • ATLANTA, GEORGIA 30346  
TELEPHONE (404) 390-9009 • FAX (404) 390-0924

MAX CLELAND  
Secretary of State  
State of Georgia

BUSINESS SERVICES AND REGULATION  
SUITE 315, WEST TOWER  
2 Martin Luther King, Jr. Drive  
Atlanta, GA 30334-1530

J.F. GULLION  
Director

| DEFICIENT/REJECTED CORPORATE FILING NOTICE  |                           |
|---|---------------------------|
| Stewart A. Sparks, III P.C.<br>975 South Terraces<br>115 Perimeter Center Place<br>Atlanta, Georgia 30346 | DATE RECEIVED: 1/3/94     |
|   | EXAMINER : D. Hyde        |
|   | TELEPHONE : 404/656- 0624 |
|   | CHARTER # : P056126       |
| CORRECTIONS TO BE MADE BY APPLICANT.<br>IMPORTANT: RETURN THIS FORM WITH THE REQUESTED CORRECTION.        |                           |
| AMOUNT PAID: \$ 160.00  | DOCKET NUMBER: 940040007  |
| RE: GARRY E. SIEGEL, M.D., P.C.   |                           |

- Incorrect fee. Secretary of State \$ \_\_\_\_\_
- Failure to sign \_\_\_\_\_
- Failure to include \_\_\_\_\_
- Corporate name does not satisfy requirements of Code §14-2-401.
- Failure to include mailing address of the principal office. (Required by O.C.G.A. 14-2-202).
- Failure to attach BSR Form 227. (This form includes the certification of request for publication required by O.C.G.A. 14-2-201.1).
- Failure to submit articles of incorporation with BSR Form 227.
- Failure to include number of shares corporation is authorized to issue.
- Failure to include street and county of corporation's initial registered office/the name of the initial registered agent at that office.
- Failure to include name and address of each incorporator.
- Failure to file certificate of existence from home state. This document must be certified by the home state within 90 days of filing in Georgia.
- Corporation has not filed its annual registration for the year(s) \_\_\_\_\_. (Rule 590-7-1-.11) Complete the enclosed annual registration form and return with a check for \$ \_\_\_\_\_ for accumulated fees.
- Pursuant to Rule 590-7-1.11 "Any corporate filing made between January 1 and April 1 must be accompanied by the annual registration for the current calendar year, as well as any annual registrations due from previous years."
- OTHER: \_\_\_\_\_

FILINGS ARE DEEMED ABANDONED AFTER SIXTY (60) DAYS. FEES ARE NON-REFUNDABLE

BSR (1)  
JAN 7 4 05 PM '94  
SECRETARY OF STATE