

**CHARTER OF
THE FLORIDA SOCIETY OF ANESTHESIOLOGISTS, INCORPORATED
A NON-PROFIT CORPORATION**

We, the undersigned, hereby united for the purpose of forming a Corporation not for profit, under and pursuant to Florida Statutes, Chapter 617, do petition a Judge of the Circuit Court, Fourth Judicial Circuit, Duval County, Florida to approve the following Charter:

ARTICLE I

The name of this Corporation shall be The Florida Society of Anesthesiologists, Incorporated. The principal office and place of business shall be at Jacksonville, Florida, until otherwise established and ordered by the Board of Directors. The business of this Corporation shall be carried on at Jacksonville, Florida, and at such other places as may from time to time be authorized by the Board of Directors.

ARTICLE II

The general nature of the objects of the Corporation is:

(a) To associate and affiliate into one organization all of the reputable doctors of medicine in Florida who are engaged in the practice of or otherwise interested in the medical specialty of Anesthesiology; to encourage specialization in this field and to make available in all ways possible the benefits to be derived from the services of qualified Anesthesiologists; to raise the standards of this specialty by fostering and encouraging research and scientific progress in Anesthesiology; to disseminate information relating to Anesthesiology to the medical profession and to the public; to guard and protect the public against irresponsible and unqualified practitioners of Anesthesiology; to edit and publish publications in the field of Anesthesiology and related fields; to safeguard and to further the specialty of Anesthesiology for the general elevation of the standards of medical practice; provided, however, no part of the assets or income of the Corporation shall inure to the benefit of any member of the Corporation or individual.

(b) To receive by bequest, gift, devise, or in any other manner, money, assistance and any other form of contribution whether of real, personal or mixed property, from any and every source, governmental as well as private and particularly from any person or firm or from any public or private corporation or association of whatsoever nature, to be used in the furtherance of the objects of this Corporation.

(c) To establish one or more offices and to employ such agents, employees, and clerical force as may be deemed necessary or proper to conduct and carry on the work of the Corporation and to pay for the services of such persons a reasonable compensation.

(d) To contract and be contracted with, sue and be sued, invest and reinvest the funds of the Corporation, and to do all the acts and things requisite, necessary, proper or desirable to carry out and further the objects for which this Corporation is formed.

ARTICLE III

(As amended May 11, 1968)

The members of the Corporation shall be those persons who are now members of the Corporation; and in addition such other persons shall be members as are from time to time elected to membership by the members in accordance with the Bylaws. The categories of membership in the Corporation shall be provided for in the Bylaws and may be changed from time to time by appropriate amendments of the Bylaws.

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers hereto are:

Stanley H. Axelrod, M.D.	4300 Alton Road, Miami Beach, Florida
J. Thomas Atkins, M.D.	1453 Louise Street, Jacksonville, Florida
James E. Smith, M.D.	1453 Louise Street, Jacksonville, Florida
George C. Austin, M.D.	140 N.W. 49th Street, Miami, Florida
Breckinridge W. Wing, M.D.	1225 Kuhl Avenue, Orlando, Florida

ARTICLE VI

(As amended May 17, 1969)

The affairs of the Corporation shall be managed by a Board of Directors selected as provided in Article VII hereof and by the following officers elected by the members as provided in the Bylaws: President; President-Elect; one or more Vice Presidents; Secretary; Treasurer. All officers and directors of the Corporation shall be elected in accordance with the Bylaws. One individual may hold two such offices, except that the President or Vice President shall not be also the Secretary or Assistant Secretary of the Corporation. Vacancies, if and when occurring in the Board of Directors, or in any office, may be filled by the remaining members of the Board of Directors. The Board of Directors may appoint an Executive Secretary who is not a member of the Corporation.

ARTICLE VII

(a) Until the first annual meeting of the members of the Corporation, its business shall be managed by the undersigned subscribers and Richard S. Hodes, M.D., Gaylor Lewis, M.D., Harold Carron, M.D., Harry Bierley, M.D., John T. Stage, M.D., and William Forthman, M.D., as constituting the first Board of Directors of this Corporation; and the Board of Directors, as constituted from time to time, shall have all the requisite power and authority which is customarily vested in Corporate Directors over the business and affairs of the corporation, but subject to such restriction, limitations and directions as may be contained in the Bylaws adopted by the Corporation. The respective term of office of such first Board of Directors shall commence upon the date of the judicial approval of this Charter and the respective terms of such

first Directors shall expire when the successors are duly elected at the first annual meeting of its members. Until the first annual meeting of the members of the Corporation its officers shall be:

President:	Stanley H. Axelrod, M.D.
Vice President:	Richard S. Hodes, M.D.
Secretary-Treasurer:	George C. Austin, M.D.
President Elect:	Breckinridge W. Wing, M.D.

(b) The President, President Elect, Treasurer, Secretary, Vice President or Vice Presidents and three active members elected by the members shall constitute the Board of Directors to be elected at the first annual meeting and thereafter as provided in the Bylaws of the Corporation. The number of Directors elected from the active members may be increased or decreased by the Bylaws of the Corporation. Each officer and director, when elected at the Annual Meeting of the members, shall hold office until a successor is duly appointed or elected. (As amended May 17, 1969)

ARTICLE VIII

The first Board of Directors of this Corporation shall make and adopt Bylaws for the Corporation, but thereafter the Bylaws shall be altered, amended, rescinded or new Bylaws adopted only by action of the members in accordance with the Bylaws.

ARTICLE IX

The amount of indebtedness or liability to which the Corporation may at any time subject itself shall never exceed a sum equal to two-thirds of the value of the property of the Corporation, and in no event shall the amount of such indebtedness or liability be greater than \$100,000.00.

ARTICLE X

The amount in value of the real estate which the Corporation may hold is \$200,000.00, subject always to the approval of the Circuit Judge.

ARTICLE XI

No officer or director of this Corporation shall receive directly or indirectly any compensation for his or her services as such officer or director; but an Executive Secretary may be appointed with such compensations as may be fixed from time to time by the Board of Directors. Membership in this society shall be considered a privilege and not a right. The President may, in accordance with the Bylaws, appoint an Executive Committee to consist of the Board of Directors and such other persons as may be provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned subscribers and incorporators have hereunto set their hands and seals as of Jacksonville, Florida, this 22nd day of April, 1958.

/s/ J. Thomas Atkins, M.D.

/s/ James E. Smith, M.D.

/s/ Stanley H. Axelrod, M.D.

/s/ George C. Austin, M.D.

/s/ Breckinridge W. Wing, M.D.

STATE OF FLORIDA)

COUNTY OF DADE)

I Rosalind J. Gilman, a Notary Public in and for the State and County aforesaid, do hereby certify that S. H. Axelrod, M.D., one of the subscribers to the foregoing proposed Charter of The Florida Society of Anesthesiologists, Incorporated, personally appeared before me and acknowledged that he became a subscriber to said proposed Charter for the uses and purposes therein expressed; and he, the said S. H. Axelrod, M.D., being first duly sworn, did depose and say that he is one of the subscribers to the foregoing proposed Charter of The Florida Society of Anesthesiologists, Incorporated, and that it is intended in good faith to carry out the purposes and objects set forth therein.

/s/ S. H. Axelrod, M.D.

Sworn to and subscribed before me this 22nd day of April, 1958, and in witness whereof, I have hereunto set my hand and affixed my Notarial seal in Miami Beach, Florida, this 22nd day of April 1958.

/s/ Rosalind J. Gilman

Notary Public, State of Florida at large

IN THE CIRCUIT COURT, IN AND FOR
THE FOURTH JUDICIAL CIRCUIT,
DUVAL COUNTY, FLORIDA

IN RE: APPROVAL OF CHARTER OF
THE FLORIDA SOCIETY OF ANESTHESIOLOGISTS, INCORPORATED

APPROVAL OF CHARTER

The attached proposed Charter of The Florida Society of Anesthesiologists, Incorporated, having been presented for approval, and having upon inspection thereof been found to be in proper form and for an object authorized by the Statutes of Florida in that behalf, said proposed Charter is hereby approved at Jacksonville, Duval County, Florida, this 6th day of May, 1958, and from henceforth the subscribers, associated and successors shall be a Corporation not for profit by the name given.

/s/ Claude Ogilvie
CIRCUIT JUDGE
Duval County