

PAUL - SUB
Requestor Name
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561-3990

City/State/Zip Phone #

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Office Use Only

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

1. PRIMED HEALTH CARE P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 FEB -8 PM 12:25
SECRETARY OF STATE
ALABAMA
FLORIDA

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

of new filing

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

RECEIVED
96 FEB -8 PM 11:43
DIVISION OF CORPORATION

28-96

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF

PrMed HEALTH CARE, P.A.

FILED
96 FEB -8 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen (18) years, competent to contract, and duly licensed to practice medicine in the State of Florida, for the purpose of organizing a Professional Corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be PrMed HEALTH CARE, P.A.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the 7th day of February, 1996, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III

PURPOSE

The purpose for which this 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 as may be permitted by way of applicable law, including, without limitation and only by illustration, the following:

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, as may be regularly required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

3. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

4. To lend money to and use its credit to assist its officers and employees as may reasonably be required in the conduct of its professional business.

5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.

7. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to carry out, cancel, and rescind such contracts.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To elect or appoint officers and agents and define their duties and fix their compensation.

10. To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

11. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

12. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

13. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

14. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise not inconsistent with the laws of the State of Florida.

15. 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.

16. 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.

17. 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.

ARTICLE IV

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 the law or the professional rules of medical practice.

ARTICLE V

CAPITAL STOCK

5.1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue two classes of stock: (a) Ten Thousand (10,000) shares of non-voting common stock, having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Stock", and (b) One Hundred (100) shares of voting common stock, which shall be designated "Voting Stock".

5.2. Restrictions on Issuance and Transfer.

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

5.3. Voting Rights.

The Voting Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Voting Stock shall have no cumulative voting rights in any election of directors of the Corporation. The Common Stock shall have no voting rights, but shall otherwise possess all the rights, privileges, and benefits of Voting Stock.

5.4. Preemptive Rights.

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have eight (8) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial directors of this Corporation are:

PETER J. CASELLA, M.D.
205 Park Place Drive
Suite 104
Kissimmee, FL 34741

JOSEPH TORRES, M.D.
205 Park Place Dr.
Suite 105
Kissimmee, FL 34741

RAFAEL JIMENEZ, M.D.
808 W. Oak St.
Kissimmee, FL 34741

EDWARD FRAME, M.D.
201 Hilda Street
Suite 20
Kissimmee, FL 34741

RONALD BURGOS, M.D.
1960 Osceola Pkwy.
Kissimmee, FL 34743

GUSTAVO ARVELO, M.D.
505 W. Oak Street
Suite 10
Kissimmee, FL 34741

MARIN BAUTISTA, M.D.
1960 Osceola Pkwy.
Kissimmee, FL 34743

AIDA SANCHEZ, M.D.
1600 Budinger Ave.
St. Cloud, FL 34769

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

DONALD E. CHRISTOPHER
Litchford & Christopher
Professional Association
390 North Orange Avenue, Suite 2200
Orlando, Florida 32801

ARTICLE VIII
PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 205 Park Place Drive, Suite 104, Kissimmee, Florida 34741. The name and address of the initial registered agent and office of this Corporation shall be as follows:

DONALD E. CHRISTOPHER
Litchford & Christopher
Professional Association
390 North Orange Avenue, Suite 2200
Orlando, Florida 32801

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

DIRECTOR CONFLICTS OF INTEREST

10.1. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(a) If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(c) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

10.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE XII

AMENDMENT

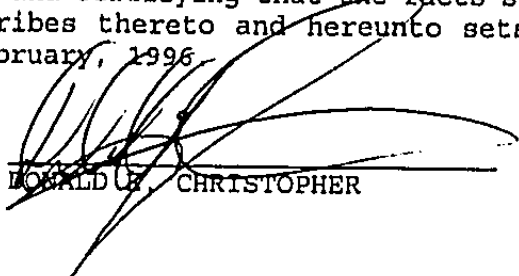
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

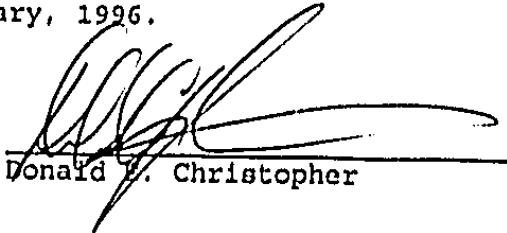
IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 7th day of February, 1996.


DONALD E. CHRISTOPHER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of February, 1996.


Donald E. Christopher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000012256

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P. A.

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2348
ORLANDO, FLORIDA 32802-2348

800 NORTH MAGNOLIA AVENUE
SUITE 1800
ORLANDO, FLORIDA 32803

(407) 841-1200
FAX (407) 493-1831

WRITER'S DIRECT DIAL
(407) 428-9109

August 7, 1996

PERSONAL AND CONFIDENTIAL

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: PriMed HEALTH CARE, P.A.

Gentlemen:

Enclosed are the original and one copy of Restated Articles of Incorporation for the above corporation, effective August 1, 1996. Please note that, among other things, the Restated Articles will change the corporation's name to "PRI-MED HEALTH CARE, P.A." Also enclosed is our firm check for \$87.50 to cover the \$35.00 filing fee and \$52.50 for the certified copy.

Once the Restated Articles have been filed, please return the certified copy to the undersigned at the above address. Thank you for your assistance.

Sincerely,

Linda Smith

Linda Smith, Legal Assistant to
Robert W. Mead, Jr.

Is
Enclosures

cc: Joseph L. Torres, M.D.
Thomas A. Thomas, C.P.A.

Restated Art. & N/C

VS AUG 14 1996

IN BREVARD COUNTY
DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
407 453-7333 • (407) 258-8800 • (407) 255-8373

DEAN
MEAD

IN FORT LEE
DEAN, MEAD & MINTON
(407) 444-7700 • (407) 542-7700

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96 AUG -8 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION
OF
PRIMED HEALTH CARE, P.A.

FILED
96 AUG -8 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the Directors and owning all of the outstanding stock of PRIMED HEALTH CARE, P.A., a Florida professional service corporation, hereby agree that the Articles of Incorporation be amended and restated in their entirety, pursuant to the provisions of Section 607.1007 of the Florida Statutes, in the form of these Restated Articles of Incorporation, which were unanimously approved and adopted by the Shareholders and Directors of the corporation at the Special Joint Meeting of the Shareholders and Board of Directors held on July 31, 1996.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of this corporation is PRI-MED HEALTH CARE, P.A. The principal office and mailing address of the corporation is 911 Oak Street, Kissimmee, Florida 34741.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation will continue to be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Medicine duly licensed under the laws of the State of Florida is authorized to render, but such professional services will be rendered only through officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Restated Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - REGISTERED AGENT

The current Registered Agent of this corporation is Joseph L. Torres, M.D., whose business office is identical with the corporation's registered office set forth below.

ARTICLE V - ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this corporation is 205 Park Place Boulevard, Suite 105, Kissimmee, Florida 34741.

ARTICLE VI - TERM OF EXISTENCE

This corporation will continue to exist perpetually, unless dissolved according to law. The effective date of these Restated Articles of Incorporation will be August 1, 1996.

ARTICLE VII - BOARD OF DIRECTORS

A. As of the date of filing these Restated Articles of Incorporation, the number of Directors of this corporation is seven (7).

B. The number of Directors may be increased or diminished from time to time by a majority vote of the shareholders, but will never be less than one (1).

C. The name and street address of the member of the Board of Directors who are holding office for the corporation as of the date of filing of these Restated Articles of Incorporation and who will continue to hold office until his/her successor is elected is:

<u>Name</u>	<u>Street Address</u>
Gustavo Arvelo, M.D.	505 West Oak Street, Suite 10 Kissimmee, Florida 34741
Marin Bautista, M.D.	1960 Osceola Parkway Kissimmee, Florida 34743
Ronald Burgos, M.D.	1960 Osceola Parkway Kissimmee, Florida 34743
Edward Frame, M.D.	201 Hilda Street, Suite 20 Kissimmee, Florida 34741
Rafael Jimenez, M.D.	808 West Oak Street Kissimmee, Florida 34741
Aida Sanchez, M.D.	1600 Budinger Avenue St. Cloud, Florida 34769

Joseph L. Torres, M.D.

205 Park Place Boulevard, Suite 105
Kissimmee, Florida 34741

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal will be by a two-thirds (2/3) vote of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director will be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock will be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation will enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX - BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives hereinabove stated, this corporation will continue to have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation

to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies; provided, however, that the capital of the corporation will not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Restated Articles of Incorporation in the manner provided by law. Every amendment will be approved by the shareholders, proposed to them by the Board of Directors, and approved at a special joint meeting of the shareholders and Board of Directors by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Restated Articles of Incorporation be made.

ARTICLE XII - INDEMNIFICATION

The corporation will indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this
31st day of July, 1996.

PRI-MED HEALTH CARE, P.A.

By: [Signature]
Gustavo Arvelo, M.D., Shareholder and
Director

By: [Signature]
Marin Bautista, M.D., Shareholder and
Director

By: [Signature]
Ronald Burgos, M.D., Shareholder and
Director

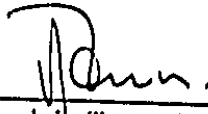
By: [Signature]
Edward Frame, M.D., Shareholder and
Director

By: [Signature]
Rafael Jimenez, M.D., Shareholder and
Director

By: [Signature]
Aida Sanchez, M.D., Shareholder and
Director

By: [Signature]
Joseph L. Torres, M.D., Shareholder and
Director

Having been named Registered Agent for the above stated Corporation, at the place designated in these Restated Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with, and I affirm my acceptance of, the duties and obligations of Section 607.0505 Florida Statutes.

Signature: 
Joseph L. Torres, M.D.

Date: July 31, 1996

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