

# CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# NOI 0000004315

Southwest Independent  
Practice Association Inc.

**FILED**  
01 JUN 20 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-06/20/01--01018--013  
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Signature \_\_\_\_\_

Requested by: LW

Date 6/20

Time 9:34

Name \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search **J. BRYAN JUN 20 2001**
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**RECEIVED**  
01 JUN 20 AM 10:26  
DIVISION OF CORPORATION

**FILED**  
01 JUN 20 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**SOUTHWEST INDEPENDENT PRACTICE ASSOCIATION, INC.**

*The undersigned Incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:*

**ARTICLE I - NAME**

The name of the corporation shall be **SOUTHWEST INDEPENDENT PRACTICE ASSOCIATION, INC..**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 5238 Mason Corbin Court, Suite 102, Fort Myers, County of Lee, State of Florida 33907. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

**ARTICLE III - PURPOSES**

The specific purposes for which the corporation is being organized is all lawful purposes for which non-profit corporations may be organized under the laws of the State of Florida, which shall include, but not be limited, to operate as a professional organization of podiatrists and persons in allied health care fields, to negotiate and/or engage third party or parties to assist with the negotiation of contracts between the corporation and/or individual members of the corporation and third party payor organizations and groups and the general public and/or specific organizations, to render podiatric services, to establish a panel of podiatric physicians capable of providing quality cost effective podiatric medical care meeting community standards of practice, establishing a mechanism for providing quality review and maintenance, utilization review, develop health care efficiencies, assurance of continuity of care and a prompt referral system, and to do and engage in all activities that will further, and are consistent with, such objects and purposes.

**ARTICLE IV  
LIMITATION OF CORPORATE POWERS**

The corporation powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

## ARTICLE V - MEMBERSHIP

A. Qualifications for Membership: Persons qualified for membership shall be podiatric physicians duly licensed in the State of Florida and are Board Qualified by the American Board of Podiatric Surgery, together with individuals having such other qualifications provided by the By-Laws.

B. Class of Members: There shall be one (1) class of membership, namely Active Membership. There shall be no limit on the number of Active Members. The By-Laws may provide for additional classes of membership or affiliations.

C. Rights and Powers of Members: Members shall have such rights, powers and privileges as may from time to time be prescribed by these Articles of Incorporation and the By-Laws. The By-Laws may provide for additional classes or forms of membership or affiliations.

D. Election or Appointment of Members: The manner of election or appointment shall be established by and set forth in the By-Laws.

## ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by its members, but shall never be less than three (3). The initial directors are: Elected in accordance with By-Laws.

<u>Name</u>	<u>Address</u>
Husni A. Charara, DPM	9371-14 Cypress Lake Drive Fort Myers, Florida 33919
Steven E. Holberg, DPM	5238 Mason Corbin Court, Suite 102 Fort Myers, Florida 33907
Howard M. Imanuel, DPM	13681 Metropolis Avenue Fort Myers, Florida 33912

**ARTICLE VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Husni A. Charara, DPM  
9371-14 Cypress Lake Drive  
Fort Myers, Florida 33919.

The Board of Directors may from time to time move the registered office to any other address in Florida.

**ARTICLE IX - OFFICERS**

The officers of the Corporation shall consist of: A President, a Vice President, a Secretary and a Treasurer, together with such other officers as may from time to time be prescribed in the By-Laws. Their terms of office and the manner of their designation or selection shall be determined according to the By-Laws then in effect. The names and addresses of officers who are to serve until the first election under these Articles are:

PRESIDENT:	Husni A. Charara, DPM 9371-14 Cypress Lake Drive Fort Myers, Florida 33919
VICE PRESIDENT:	Howard M. Imanuel, DPM 13681 Metropolis Avenue Fort Myers, Florida 33912
SECRETARY/TREASURER:	Steven E. Holberg, DPM 5238 Mason Corbin Court, Suite 102 Fort Myers, Florida 33907

**ARTICLE X - DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, and after returning, transferring or conveying upon dissolution, distribute all remaining assets of the Corporation as provided in the By-Laws then in effect.

**ARTICLE XI - INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:


Name

Address

Husni A. Charara, DPM

9371-14 Cypress Lake Drive  
Fort Myers, FL 33919

The undersigned incorporator has executed these Articles of Incorporation this 19  
day of June, 2001.

  
\_\_\_\_\_  
HUSNI A. CHARARA, DPM, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

SOUTHWEST INDEPENDENT PRACTICE ASSOCIATION, INC., with its principal office, as indicated in the Articles of Incorporation, at 5238 Mason Corbin Court, Suite 102, Fort Myers, County of Lee, State of Florida 33907, has named **HUSNI A. CHARARA, DPM**, Incorporator, located at 9371-14 Cypress Lake Drive, Fort Myers, County of Lee, State of Florida 33919, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:  
(MUST BE SIGNED BY DESIGNATED AGENT)**

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.

By: \_\_\_\_\_

**HUSNI A. CHARARA, DPM,  
Registered Agent**

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