

N 96000002356

# SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW  
(A PARTNERSHIP OF EUROPEAN PROFESSIONAL ASSOCIATIONS)

ONE FLAMINGO CENTRE SUITE 500  
250 AUSTRALIAN AVENUE SOUTH  
WEST PALM BEACH, FLORIDA 33411  
MAILING ADDRESS P.O. BOX 3555  
WEST PALM BEACH, FLORIDA 33402-3555  
TELEPHONE (407) 835-0500  
FACSIMILE (407) 850-0530

JAMES A. FARRELL  
(407) 830-0030

April 26, 1996

## Via Federal Express

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

000001801330  
-04/30/96--01077--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Aventura Physician Alliance, Inc.

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	\$2.50
Registered Agent Filing Fee	<u>35.00</u>
	\$122.50

FILED  
APR 29 PM 12:12  
TALLAHASSEE, FLORIDA

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

J. A. Farrell

James A. Farrell

## Enclosures WP895 17845

AMSTERDAM OFFICE  
EUROPA BOULEVARD 29  
1000 AD AMSTERDAM  
THE NETHERLANDS  
TELEPHONE 011-3120 661-0909  
FACSIMILE 011-3120 642-1475

KEY LARGO OFFICE  
OCEAN REEF CLUB  
11 OCEAN REEF DRIVE  
SUITE A206  
OCEAN REEF PLAZA  
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LONDON W1Y 3RE ENGLAND  
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FACSIMILE 011-44171-493-4299

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1500 MIAMI CENTER  
201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
MIAMI (305) 350-6300  
BROWARD (305) 467-8801  
FACSIMILE (305) 391-9902

ORLANDO OFFICE  
20 NORTH ORANGE AVENUE  
SUITE 1000  
ORLANDO, FLORIDA 32901  
TELEPHONE (407) 423-3200  
FACSIMILE (407) 425-8316

**ARTICLES OF INCORPORATION  
OF  
AVENTURA PHYSICIAN ALLIANCE, INC.**

3-23-10  
10:10 AM  
12

The undersigned hereby establishes the following for the purpose of becoming a Not-for-profit Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation not-for-profit.

**ARTICLE I**

Name of Corporation

The name of this Corporation shall be AVENTURA PHYSICIAN ALLIANCE, INC.  
(the "Corporation").

**ARTICLE II**

Mailing Address

The mailing address of the Corporation is attn. President, c/o Administration,  
Aventura Medical Center, 20900 Biscayne Blvd., Aventura, Florida 33180.

### ARTICLE III

#### Purpose

This Corporation is organized for the sole purpose of networking physicians for providing diagnostic, medical and surgical care to members of Health Maintenance Organizations, Preferred Provider Organizations and other pre-paid health plans including Accountable Health Partnerships, regional and corporate health alliances on a capitated or other risk basis, and pooling and sharing the risks inherent in the provision of such medical care and reimbursement, in conjunction with the OneSource Health Network of South Florida, Inc. and for the following additional purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized, Florida Statutes Chapter 617, and any and all acts amendatory thereof and supplement thereto.
- (b) For the purpose of transacting any or all lawful business consistent with the purpose set forth above.
- (c) To do any and everything pertinent to the above.

### ARTICLE IV

#### Members

Members of the Corporation shall be limited to physicians who have been approved by the Board of Directors, pursuant to the procedures set forth in the Bylaws, and have entered into a Participating Physician Agreement.

## ARTICLE V

### Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o James A. Farrell, Shutts & Bowen, Suite 500, 250 S. Australian Ave., West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is James A. Farrell.

## ARTICLE VII

### Board of Directors

This Corporation shall have seven (7) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than three (3).

## ARTICLE VIII

### Officers

The affairs of this Corporation shall be managed by a President, Medical Director, Vice President, Secretary, Treasurer, and such other additional officers as may be

provided by the Bylaws, any combination of which titles may be united in one person.  
The officers shall serve as set forth in the Bylaws of the Corporation.

#### ARTICLE IX

##### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and upon the affirmative approval of a majority of the Members.

#### ARTICLE X

##### Amendment of Articles

These Articles may be amended at any time by a three-quarters vote [3/4's vote] of the Board of Directors, and upon the affirmative approval of a majority of the Members.

#### ARTICLE XI

##### Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent

of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any Indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks Indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such

counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

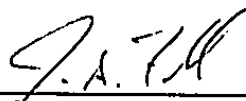
4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law or any immunities of liability extended to an officer or director of a not-for-profit corporation under applicable law.

#### ARTICLE XII

##### Incorporator

The name and address of the person signing these Articles is as follows: James A. Farrell, Suite 500, 250 S. Australian Ave., West Palm Beach, Florida 33401.

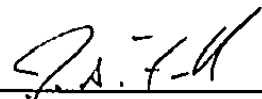
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
James A. Farrell, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT AVENTURA PHYSICIAN ALLIANCE, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF AVENTURA, STATE OF FLORIDA HAS NAMED  
JAMES A. FARRELL, LOCATED AT SUITE 500, 250 S. AUSTRALIAN AVE., WEST  
PALM BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
\_\_\_\_\_  
James A. Farrell

\_\_\_\_\_  
Incorporator  
(Title)

April 25, 1996  
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE  
OF MY DUTIES.

  
\_\_\_\_\_  
James A. Farrell, Registered Agent

April 25, 1996  
(Date)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of April, 1996, by James A. Farrell, as Incorporator, of Aventura Physician Alliance, Inc., a corporation, to me well known, and whom did not take an oath.

NOTARIZED  
APR 25 1996  
Palm Beach, Florida

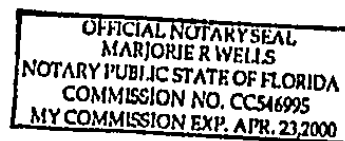
Marjorie R. Wells  
Sign Name

Marjorie R. Wells  
Print Name

Notary Public, State and County  
aforesaid

(NOTARY SEAL)

My commission expires:



WPB95 11706.1

N96000002356

SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW  
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLEARLAKE CENTRE, SUITE 600  
250 AUSTRALIAN AVENUE SOUTH  
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WEST PALM BEACH, FLORIDA 33402-3555  
TELEPHONE (407) 835-8500  
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FILED  
97 JAN 23 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 18, 1997

500002065875--8  
-01/23/97--01045--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Aventura Physician Alliance, Inc.  
Articles of Amendment

Dear Ladies and Gentlemen:

Enclosed herewith please find an original Articles of Amendment to the Articles of Incorporation of Aventura Physician Alliance, Inc., amending the corporate name to Aventura - Miami Heart Institute Physician Alliance, Inc.

Also enclosed is a check in the amount of \$35.00 representing your filing fee.

Sincerely,

*J. A. Farrell*  
James A. Farrell

Enc

cc: Mr. Blake Campbell

WPB95 34164.1 - JAF

N/c

VS JAN 29 1997

AMSTERDAM OFFICE  
EUROPA BOULEVARD 59  
1013 AD AMSTERDAM  
THE NETHERLANDS  
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FACSIMILE (407) 425-0316

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
AVENTURA PHYSICIAN ALLIANCE, INC.

FILED  
97 JAN 23 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1002 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following amendment of the Articles of Incorporation was adopted by the directors of the Corporation and affirmative approval of a sufficient number of the Members on November 12, 1996, pursuant to Article X of the Articles of Incorporation filed with the Department of State on April 29, 1996:

Article 1 is hereby amended in its entirety and replaced by the following: -

"The name of the Corporation shall be AVENTURA - MIAMI HEART INSTITUTE PHYSICIAN ALLIANCE, INC."

Dated: November 12, 1996

AVENTURA - MIAMI HEART INSTITUTE  
PHYSICIAN ALLIANCE, INC., a Florida not-for  
-profit corporation

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

Jerome Moskowitz, M.D.  
it's Secretary

STATE OF FLORIDA                    )  
  ) ss.:  
COUNTY OF DADE                    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1996, by Jerome Moskowitz, M.D., as Secretary of AVENTURA - MIAMI HEART INSTITUTE PHYSICIAN ALLIANCE, INC., a Florida not-for-profit corporation, on behalf of the Corporation, who is personally known to me or who have produced \_\_\_\_\_ as identification.

Theresa L. Bush  
(Signature)

Theresa L. Bush  
(Print Name)  
NOTARY PUBLIC  
(N. P. SEAL)

