



P000000041633

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 25 PM 5:25

ACCOUNT NO. : 072100000032

REFERENCE : 674716 80504A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 25, 2000

ORDER TIME : 2:27 PM

ORDER NO. : 674716-005

CUSTOMER NO: 80504A

900003223819--9  
-04/26/00--01001--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Ms. Kathy Worley  
TROMBLEY LOBOZZO & SCHOMMER  
TROMBLEY LOBOZZO & SCHOMMER  
329 South Commerce Avenue

Sebring, FL 33870

DOMESTIC FILING

NAME: HISHAM HANAI, MD, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED  
00 APR 25 PM 3:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

4/25/00

EFFECTIVE DATE

4/20/00

**ARTICLES OF INCORPORATION**  
**OF**  
**HISHAM HANAI, MD, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 APR 25 PM 5:25

**Article I - Name**

The name of this corporation is **HISHAM HANAI, MD, P.A.**

**Article II - Duration**

This corporation shall be perpetual commencing on the date of the execution and the acknowledgment of these articles.

**Article III - Purpose**

This corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
- c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical services in the State of Florida.

#### **Article IV - Capital Stock**

This corporation is authorized to issue one hundred (100) shares of One Dollar par value common stock which shall be designated "common stock".

#### **Article V - Capitalization**

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than One Hundred (100) shares.

#### **Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 2500 Sunrise Drive, Sebring, Florida 33872, and its principal office is located at 2500 Sunrise Drive, Sebring, Florida 33872 and the name of the initial registered agent of this corporation at that address is **MICHAEL J. TROMBLEY**.

#### **Article VII - Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are **HISHAM M. HANAI and CLAUDIA S. HANAI**, 2500 Sunrise Drive, Sebring, Florida 33872.

#### **Article VIII - Incorporator**

The name and address of the person signing these Articles is **HISHAM M. HANAI**, 2500 Sunrise Drive, Sebring, Florida 33872.

### **Article IX - By-laws**

The power to adopt, alter, amend or repeat by-laws shall be vested in the board of directors and shareholders.

### **Article X - Restrictions on Transfer of Stock**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names.

<b><u>Name</u></b>	<b><u>No. of Shares</u></b>	<b><u>Consideration</u></b>	<b><u>Par Value</u></b>
HISHAM M. HANAI	100	\$100.00	\$1.00

### **Article XI - Director Quorum and Voting**

One of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of one of the directors present, or if a director or directors have abstained from voting because of an interest in the matter upon which to be voted, the affirmative vote of one of the directors present and voting, shall be the act of the board of directors.

### **Article XII - Meetings by Conference Telephone**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

### **Article XIII - Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and

any rights conferred upon the shareholders are subject to this reservation.

#### **Article XIV - Corporate Powers**

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

#### **Article XV - Liabilities of the Board of Directors**

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

Each director, or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceedings or claim in which he is made a party by reason of his being, or having been, such director or officer, and any person who, at the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock and his legal representatives, shall in like manner, be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been liable for negligence or misconduct, in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit,

proceeding or claim asserted against such director or officer, (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence of misconduct; but in taking such action, any director involved shall be qualified to vote thereon, and if for this reason a quorum of the Board cannot be determined to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholder at a duly called special meeting or any regular meeting, In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholder, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or committee. The right to indemnification shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of April, 2000.

  
**HISHAM M. HANAI**

**STATE OF FLORIDA** }

**COUNTY OF HIGHLANDS** }

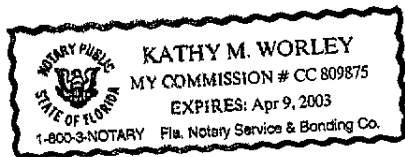
**BEFORE ME**, an officer duly authorized to take acknowledgments in the

state and county set forth above, personally appeared **HISHAM M. HANAI** known to me and known by me to be the person who executed the foregoing Articles on Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20<sup>th</sup> day of April, 2000.

  
NOTARY PUBLIC

(Seal)



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 25 PM 5:25

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **HISHAM HANAI, MD, P.A.**
2. The name and address of the registered agent and office is:

**MICHAEL J. TROMBLEY**  
2500 Sunrise Drive  
Sebring, Florida 33872

Signature: \_\_\_\_\_

Corporate Officer

Title: President

Date: 4/20/2000

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 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.

Signature: Michael Trombley

Date: 4-22-2000