

PO1 000011651

WALKER AND TUDHOPE, P.A.
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

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January 29, 2001

Via UPS Overnight Delivery

Florida Department of State
Attention: Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200003602122--6
-01/30/01-01095-004
*****78.75 *****78.75

Re: Corporate Filing for Regency Primary Care, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of Articles of Incorporation of Regency Primary Care, Inc., to be filed with the Florida Department of State, along with a check in the amount of \$78.75 for the filing fee. I have also enclosed a self-addressed Federal Express envelope for the turn of the stamped copy.

Should you have any questions, please advise.

Very truly yours,



Berry J. Walker, Jr.

BJW/ldw
Enclosures

FILED
01 JAN 30 PM 4:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law, 1/31/01
52

FILED

01 JAN 30 PM 4:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
REGENCY PRIMARY CARE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be REGENCY PRIMARY CARE, INC., A FLORIDA CORPORATION.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV - ADDRESS

The street address of the corporation shall be 3859 Lake Emma Road, Lake Mary, Florida 32746.

ARTICLE V - REGISTERED AGENT

The name and address of the initial Registered Agent for the corporation is:

Ashraf M. Diab, 3859 Lake Emma Road, Lake Mary, Florida 32746.

ARTICLE VI - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX - SELF DEALING

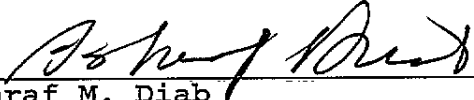
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of one director.

ARTICLE X - INCORPORATOR

The name and address of the incorporators are:

Ashraf M. Diab, 3859 Lake Emma Road, Lake Mary, Florida 32746.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 25 day of January, 2001.



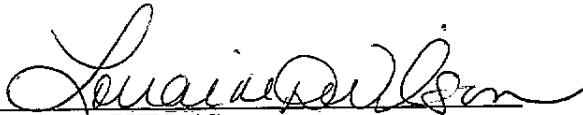
Ashraf M. Diab
3859 Lake Emma Road
Lake Mary, Florida 32746

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 25 day of January, 2001, by Ashraf M. Diab, 3859 Lake Emma Road, Lake Mary, Florida 32746., who did take an oath.

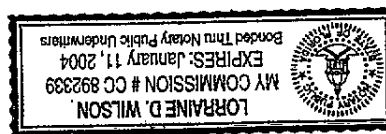
Check One:

☐ He/she/they is/are personally known to me; or
☒ He/she/they has/have produced Fla. drivers license as identification.



NOTARY PUBLIC

LORRAINE D. WILSON
(typed-printed or stamped name of Notary)
My Commission Expires:



FILED

01 JAN 30 PM 4:06

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. REGENCY PRIMARY CARE, INC., a corporation organizing under the laws of the State of Florida, has named Ashraf M. Diab, 3859 Lake Emma Road, Lake Mary, Florida 32746, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Ashraf M. Diab
Ashraf M. Diab
3859 Lake Emma Road
Lake Mary, Florida 32746

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 25 day of January, 2001, by Ashraf M. Diab, 3859 Lake Emma Road, Lake Mary, Florida 32746, who did take an oath.

Check One:

☐ He/she is personally known to me; or
☒ He/she has produced Fla. Driver License as identification.

Lorraine D. Wilson
NOTARY PUBLIC

LORRAINE D. WILSON

(typed-printed or stamped name of Notary)
My Commission Expires:

