

PO488000/6285

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

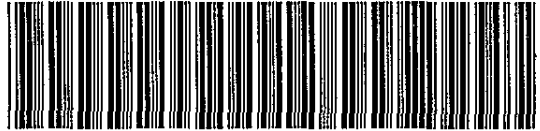
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000027296300

01/21/04--01026--023 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JAN 20 PM 2:27

1-27-04

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

ATTORNEYS AND COUNSELORS AT LAW

P. O. BOX 2346  
ORLANDO, FLORIDA 32802-2346

800 NORTH MAGNOLIA AVENUE  
SUITE 1500  
ORLANDO, FLORIDA 32803

(407) 841-1200  
FAX (407) 423-1831

Writer's E-Mail  
RMeade@deanmead.com

www.deanmead.com

Writer's Direct Dial  
(407) 428-5111

January 19, 2004

**VIA EXPRESS MAIL**

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

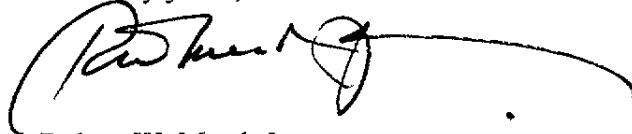
Re: Compass Behavioral Health, P.A.

Dear Sir or Madam:

Please find enclosed the original and one copy of **Articles of Incorporation** for the above corporation, which will begin its existence effective January 15, 2004. Also enclosed is our **check** for \$78.75 to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy and the \$35.00 fee for the designation of registered agent.

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

Sincerely yours,



Robert W. Mead, Jr.

RWM/kj  
Enclosures

cc: Riaz Rahman, M.D.  
Muhammad A. Khan, M.D.  
without enclosures

**ARTICLES OF INCORPORATION  
OF  
COMPASS BEHAVIORAL HEALTH, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 JAN 20 PM 2:28

The undersigned incorporators, each a natural person competent to contract and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby form a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this corporation is Compass Behavioral Health, P.A. The principal office and mailing address for this corporation is 720 Oak Street, Suite 309, Kissimmee, Florida 34741.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

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

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 or Doctor of Osteopathy 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. 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 AND REGISTERED OFFICE**

The initial street address of the registered office of this Corporation in the State of Florida is 720 West Oak Street, Suite 309, Kissimmee, Florida 34741. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Riaz Rahman, M.D. The Board of Directors may from time to time designate a new registered agent.

### **ARTICLE V - TERM OF EXISTENCE**

This corporation will commence its existence on January 15, 2004 and will exist perpetually unless dissolved according to law.

### **ARTICLE VI - BOARD OF DIRECTORS**

- A. The initial number of Directors of this corporation is two (2).
- B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the shareholders or Directors, but will never be less than one (1).
- C. The following are the names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified:

<u>Name</u>	<u>Street Address</u>
Riaz Rahman, M.D.	720 West Oak Street, Suite 309 Kissimmee, Florida 34741
Muhammad A. Khan, M.D.	2918 17 <sup>th</sup> Street St. Cloud, Florida 34769

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 majority 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 or Doctor of Osteopathy duly licensed to render services as such under the laws of the State of Florida.

#### **ARTICLE VII - INCORPORATOR**

The following are the names and street addresses of the persons signing these Articles of Incorporation, who are Doctors of Medicine duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Riaz Rahman, M.D.	720 West Oak Street, Suite 309 Kissimmee, Florida 34741
Muhammad A. Khan, M.D.	2918 17 <sup>th</sup> Street St. Cloud, Florida 34769

#### **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 or Doctor of Osteopathy 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.

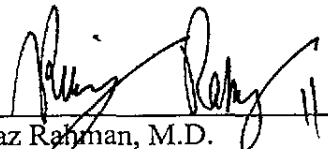
#### ARTICLE IX - BYLAWS

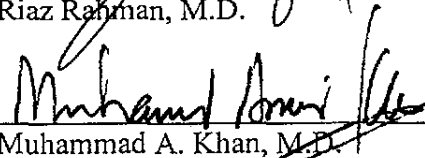
The power to adopt, amend or repeal Bylaws for the management of this corporation will be vested in the Board of Directors and the shareholders.

#### ARTICLE X - INDEMNIFICATION

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

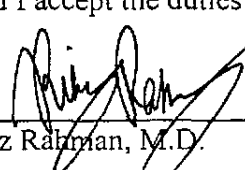
IN WITNESS WHEREOF, we have signed these Articles on this 15<sup>th</sup> day of January, 2004.

  
Riaz Rahman, M.D.

  
Muhammad A. Khan, M.D.

Having been named registered agent for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Signature:

  
Riaz Rahman, M.D.

Date: January 15, 2004