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**SAND LAKE HOSPITALISTS, P.A.**

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*Amended And Restated Art.*

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**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**SAND LAKE HOSPITALISTS, P.A.**

The undersigned, President of Sand Lake Hospitalists, P.A., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be SAND LAKE HOSPITALISTS, P.A.

**ARTICLE II - ADDRESS**

The principal office address of the Corporation is 7680 Universal Boulevard, Suite 210, Orlando, Florida 32819.

**ARTICLE III - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

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 duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

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#### ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE V - DURATION

This Corporation shall exist perpetually.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

301 East Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the registered agent of this Corporation at that address shall be:

David L. Schick

#### ARTICLE VII - SHAREHOLDERS

A. That certain Amended and Restated Stock Purchase and Shareholders' Agreement effective January 1, 2009, as hereafter amended (the "Shareholders' Agreement"), makes a distinction between (and defines who are) Original Shareholders and New Shareholders. Those terms shall have the same meaning for purposes of these Articles.

B. Special meetings of the Shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of a majority of all the shares entitled to vote at the meeting; provided such majority includes the shares held by at least one (1) Original Shareholder.

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C. Unless otherwise required by these Articles, by the Bylaws, by the Shareholders' Agreement, by contract or by law, at least a majority of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders; provided the shares held by at least one (1) Original Shareholder are represented in person or by proxy at such meeting. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, if a quorum is present, the affirmative vote of at least a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders; provided such affirmative vote includes the affirmative vote of the shares held by at least one (1) Original Shareholder.

D. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of Shareholders.

#### ARTICLE VIII - BOARD OF DIRECTORS

A. This corporation shall have at least four (4) directors. All Original Shareholders shall serve as directors. The number of directors may be increased or decreased from time to time by a vote of at least a majority of all shares entitled to vote; provided such vote includes the affirmative vote of the shares held by at least one (1) Original Shareholder; but no decrease shall have the effect of shortening the term of any incumbent director.

B. At each election for directors every Shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Directors, other than Original Shareholders, shall be elected by a vote of at least a majority of all shares entitled to vote; provided such vote includes the affirmative vote of the shares held by at least one (1) Original Shareholder.

C. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled by a vote of at least a majority of all shares entitled to vote at the next annual meeting of Shareholders or at a special meeting of Shareholders called for the purpose of filling such vacancies, provided such vote includes the affirmative vote of the shares held by at least one (1) Original Shareholder. A director elected to fill a vacancy shall hold office only until the next election of directors by the Shareholders.

D. At a meeting of Shareholders called expressly for that purpose, any director may be removed, with or without cause, by the vote set forth in the Shareholders' Agreement.

E. Unless otherwise required by these Articles, by the Bylaws, by the Shareholders' Agreement, by contract or by law, at least a majority of the number of directors shall constitute a quorum for the transaction of business, provided such majority includes at least one (1) director who is an Original Shareholder. Unless otherwise required by these Articles, by the Bylaws, by the Shareholders' Agreement, by contract or by law, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, provided such majority includes at least one (1) director who is an Original Shareholder.

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### ARTICLE IX - SHARES

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine 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 of this Corporation. No Shareholder of this Corporation shall 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. The Shareholders' Agreement does not constitute such an agreement.

### ARTICLE X - SPECIFIC VOTING ISSUES

Notwithstanding any contrary provision of these Articles of Incorporation, the Bylaws or any other contract or agreement, so long as there is at least one (1) Original Shareholder, the following actions shall require at least a majority vote of the shares held by all Shareholders entitled to vote, and a majority vote of all shares held by the Original Shareholders:

- A. Removal of any director, who is an Original Shareholder, as a director of this Corporation.
- B. Termination of an Original Shareholder's employment with the Corporation for any reason, other than such Original Shareholder's disability, pursuant to the terms of such Shareholder's Employment Agreement with the Corporation.
- C. The voluntary bankruptcy or voluntary dissolution of the Corporation or the voluntary assignment for the benefit of the Corporation's creditors on behalf of the Corporation.
- D. The amendment or termination of the Shareholders' Agreement, these Articles of Incorporation or the Bylaws.
- E. The addition or subtraction of any clinical sites serviced by the Corporation.
- F. Any decision that affects the following:
  - i. The amount of compensation (and/or earnings in consideration for past personal services rendered) the Shareholders are entitled to under their respective Employment Agreements with the Corporation, and the manner in which such compensation and/or earnings are determined.
  - ii. The benefits to which the Shareholders are entitled to including, but not limited to:
    - (1) health, life or disability insurance;
    - (2) qualified or non-qualified retirement plan benefits; and/or
    - (3) reimbursements for entertainment, automobile expenses, meetings, conventions and continuing medical education.

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iii. The amount of vacation and time off the Shareholders are entitled to.

iv. The amount of time the Shareholders are required to devote to the practice of medicine on behalf of the Corporation or the amount of call the Shareholders are required to take on behalf of the Corporation.

G. Notwithstanding any contrary provision of these Articles of Incorporation, the Bylaws, or any other contract or agreement, the removal as a director of the Corporation, of any director who is a New Shareholder, and/or the termination of a New Shareholder's employment with the Corporation for any reason, other than such New Shareholder's disability, pursuant to the terms of such New Shareholder's Employment Agreement with the Corporation, shall require the unanimous vote of the shares held by the Original Shareholders.

H. Notwithstanding any contrary provision of these Articles of Incorporation, the Bylaws or any other contract or agreement, the following actions shall require at least a seventy-five percent (75%) vote of the shares held by all Shareholders entitled to vote, and a majority vote of all shares held by the Original Shareholders:

i. The addition of a New Shareholder to the Corporation; or

ii. The extension, to any physician/employee of the Corporation, of an offer to become a New Shareholder of the Corporation.

#### ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such Shareholder in accordance with the Shareholders' Agreement.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

#### ARTICLE XII - APPROVAL AND EFFECTIVE DATE

These Amended and Restated Articles of Incorporation of the Corporation were duly adopted by the Shareholders and Board of Directors of the Corporation by Joint Unanimous Written Consent, executed on September 4, 2009, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

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The effective date of these Amended and Restated Articles of Incorporation of the Corporation shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 4<sup>th</sup> day of September, 2009.

Jauvid Ayadi, M.D.  
President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of September, 2009, by Jauvid Ayadi, M.D.



AFFIX NOTARY STAMP

Peter R. Law  
Signature of Notary Public

Peter R. Law  
(Print Notary Name)

My Commission Expires: 2/12/2010

Commission No.: DD 505676

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced: