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**FLORIDA PROFIT CORPORATION OR P.A.**

**asmeeta d punwani, md, p.a.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF

ASMEETA D PUNWANI, MD, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation for profit under Chapter 621 of the Florida Statutes.

ARTICLE I. NAME

The name of this corporation shall be:

ASMEETA D PUNWANI, MD, P.A.

ARTICLE II. NATURE OF BUSINESS

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

- A. To engage in the practice of medicine as a professional corporation for the purposes of providing medical care and treatment.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and no/100 (\$500.00) -Dollars.

Prepared by: Jan Phillips  
Essential Business Services Inc.  
8741 N.W. 57th Street  
Tamarac, Florida 33351  
(954)718-7314

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#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence and time of commencement of existence of this corporation shall be at the time of the date of filing of these Articles of Incorporation.

#### ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 22008 ALTONA DR, BOCA RATON, FL 33428-4770.

The Board of Directors may from time to time move the principle office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

This Corporation shall have not less than one nor more than five directors, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

#### ARTICLE VIII. REGISTERED AGENT AND OFFICE

This Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

ASMEETA D PUNWANI, MD  
22008 ALTONA DRIVE  
BOCA RATON, FL 33428-4770

#### ARTICLE IX. INITIAL DIRECTORS

The name and post office address of each of the member(s) of the First Board of Directors is:

ASMEETA D PUNWANI, MD  
22008 ALTONA DRIVE  
BOCA RATON, FL 33428-4770

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

## ARTICLE X. INCORPORATION

The name and post office address of the incorporator(s) of these Articles of Incorporation is:

ASMEETA D PUNWANI, MD  
22008 ALTONA DRIVE  
BOCA RATON, FL 33428-4770

## ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholder's meeting by a MAJORITY of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

## ARTICLE XII

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between the stockholders owning at least Seventy-five percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the Directors and shall be observed by the officers and agents of the corporation, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to wit:

- 1) The manner and method in which the persons by whom Directors may be elected
- 2) Any limitation upon the transferability or assignment of the stock
- 3) The conferring of preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks
- 4) Any matter relating to effectuating the purpose included in any of the foregoing matters

Agreements between the stockholders shall continue binding upon the corporation until there is filed with each office of the corporation, a written instrument signed by the persons who originally created such stockholder's agreement (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

### ARTICLE XIII. ELECTION FOR TAX PURPOSES

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

### ARTICLE XIV. COMMENCEMENT DATE

Corporate Existence shall commence on the date of filing.

### ARTICLE XV. INITIAL OFFICERS

The name and address of the initial officer(s) of the corporation is:

PRESIDENT: ASMEETA D PUNWANI, MD  
22008 ALTON DRIVE  
BOCA RATON, FLORIDA 33428-4770

## ARTICLE XVI - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director" "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF, the undersigned, being the original incorporator(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set said hand(s) and seal this 8 day of NOVEMBER 2004.

ADPunwani (SEAL)  
ASMEETA D PUNWANI, MD

State of Florida     )  
County of Broward    )

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED ASMEETA D PUNWANI, MD, KNOWN TO BE THE PERSON(S) DESCRIBED AS INCORPORATOR(S) OR WHO PRODUCED IDENTIFICATION, I.E. \_\_\_\_\_ IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT SHE SUBSCRIBED TO THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at FT. LAUDERDALE, Broward County, Florida this 8 day of NOVEMBER, 2004.

My Commission Expires:  
JULY 29, 2007

Janet Phillips  
NOTARY PUBLIC, STATE OF FLORIDA



Janet Phillips  
My Commission DD266589  
Expires July 29, 2007

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**CERTIFICATE OF DESIGNATION REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to Chapter 607.0505 of Florida Statutes, the undersigned hereby designates:

**ASMEETA D FUNWANI, MD**

as its registered agent to accept service of process within the State.

BY: Asmeeta D Funwani  
**ASMEETA D FUNWANI, MD**

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned hereby accepts the foregoing designation as Registered Agent for Service of Process within the State of Florida, does hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 8 day of NOVEMBER, 2004.

BY: Asmeeta D Funwani  
**ASMEETA D FUNWANI, MD**

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