

P06000043446

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000079276 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BRENNAN, MANNA & DIAMOND, P.L.
Account Number : T20040000104
Phone : (904)366-1500
Fax Number : (904)366-1501

06 MAR 24 PM 12:00
FILED
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

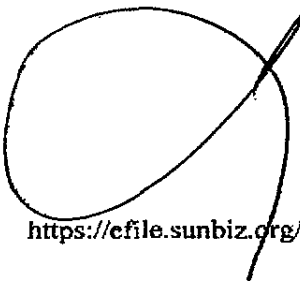
Everest Medical Care, P.A.

Certificate of Status	1
Certified Copy	1
Page Count	00 4
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

 3/27
<https://efile.sunbiz.org/scripts/efilecovr.exe>

3/24/2006

(((H06000079276 3)))

**ARTICLES OF INCORPORATION
OF
EVEREST MEDICAL CARE, P.A.**

In accordance with Florida Statute Sections 607.0120 and 607.0202, the undersigned, being all of the members of the board of directors of the corporation, for the purpose of forming a professional service corporation under Chapter 607 of the Florida Statutes, as modified by Chapter 621 of the Florida Statutes, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be: **EVEREST MEDICAL CARE, P.A.**

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business of this professional corporation shall be 4296 5th Avenue, Marianna, Florida 32446; and the mailing address of this corporation shall be: 4296 5th Avenue, Marianna, Florida 32446.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock this professional corporation is authorized to have outstanding at any one time shall be 1,000 shares of common stock, having no par value per share. No person other than a professional corporation, a professional limited liability company, or an individual, each of which must be duly licensed or otherwise legally authorized to practice medicine in the State of Florida, shall be a shareholder of this professional corporation.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book, or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this professional corporation as they see fit.

Section 3.3. Voting Trusts. Except as otherwise expressly provided by the laws of the State of Florida, no shareholder of this professional corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

Section 3.4. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this professional corporation eligible to vote on any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Randal C. Fairbanks, Esquire
Brennan, Manna & Diamond, P.L.
76 South Laura Street, Suite 2110
Jacksonville, Florida 32202
Telephone: 904-366-1500
Facsimile: 904-366-1501
Florida Bar No.: 307289

(((H06000079276 3)))

(((H06000079276 3)))

Article IV
Registered Agent and Address

Section 4.1. Name and Address. This professional corporation hereby adopts the Certificate Designating Registered Office and Registered Agent for the Service of Process within the State of Florida attached hereto. The name and street address of the registered agent of this corporation shall be:

Brennan, Manna & Diamond, P.L.
76 South Laura Street, Jacksonville, Florida
Suite 2110
Jacksonville, Florida 32202

Article V
Effective Date; Duration

Section 5.1. Effective Date. These Articles of Incorporation shall become effective on the date they are filed with the Department of State.

Section 5.2. Duration. This professional corporation shall exist perpetually.

Article VI
Purposes

Section 6.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a physician, 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 who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice medicine. This corporation shall have all the powers conferred upon it by the laws of the State of Florida and not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act; provided, however, that this professional corporation shall not engage in any business other than the rendering of the professional services described above for which it is organized. It is expressly provided that the foregoing enumeration of specific purpose shall not be held to limit or restrict in any manner the purposes in which this professional corporation is otherwise permitted by law to engage.

Article VII
Directors

Section 7.1. Number. This professional corporation shall have one (1) director. The number of directors may be increased or diminished from time to time, but shall never be less than one (1).

Section 7.2. Directors. The name and street address of the director of this professional corporation is:

JIRAYOS CHINTANADILOK, M.D.
4206 5th Avenue
Marianna, Florida 32446

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the

(((H06000079276 3)))

(((H06000079276 3)))

corporation may also serve this professional corporation in any other capacity and receive compensation therefore in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

Article VIII
Bylaws

Section 8.1. Bylaws. The bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended, or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article IX
Amendment

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the director of this professional corporation has executed these Articles of Incorporation on this 18th day of March, 2006.



JIRAYOS CHINTANADILOK, M.D., Director

(((H06000079276 3)))

(((H06000079276 3)))

ACCEPTANCE OF REGISTERED AGENT

The undersigned, RANDAL C. FAIRBANKS, a member of the entity listed in the Articles of Organization of EVEREST MEDICAL CARE, P.A. to serve as registered agent for this Company, hereby consents on behalf of the entity to accept service of process for the above stated Company at the place designated in the Articles of Organization, accepts the entity's appointment as registered agent and agrees on behalf of the entity that it will act in this capacity. The undersigned further agrees that the entity will comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of the position of registered agent.

BRENNAN, MANNA & DIAMOND, P.L.

Randal C. Fairbanks
Member

FILED
06 MAR 24 PM 12:00
TALLAHASSEE, FLORIDA

(((H06000079276 3)))