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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

*[Handwritten signature]*

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Universal Health Care Insurance Company, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** John F. Black, Meridian Consulting, Inc.  
Name (Printed or typed)

1809 Miccosukee Commons Drive, Suite #110  
Address

Tallahassee, Florida 32308  
City, State & Zip

(850) 386-9898, Ext. 103  
Daytime Telephone number

(850) 322-7718 Cell Phone

**NOTE: Please provide the original and one copy of the articles.**

**APPROVED**

MAY 25 2006

**ARTICLES OF INCORPORATION  
OF  
UNIVERSAL HEALTH CARE INSURANCE COMPANY, INC.**

Docketed by: LM

**THE UNDERSIGNED**, acting as incorporators of Universal Health Care Insurance Company, Inc. (hereinafter, the "Corporation") under Part I, Chapter 628 of the Florida Statutes and the applicable provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopt the following Articles of Incorporation for the Corporation, pursuant to Section 628.081, Florida Statutes:

**ARTICLE 1**

**Name**

The name of the Corporation is: Universal Health Care Insurance Company, Inc.

**ARTICLE 2**

**Purpose**

The Corporation may, and is authorized to, engage in the business of life and health insurance and any activity or business related thereto now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3**

**Duration**

The Corporation shall exist perpetually.

**ARTICLE 4**

**Principal Office and Mailing Address**

The address of the Principal Office of the Corporation (including the mailing address) in Pinellas County, Florida is 150 2<sup>nd</sup> Avenue North, Suite 400, St. Petersburg, Florida 33701. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE 5**

**Capital Stock**

**5.1 Authorized Shares.** The total number of shares of capital stock that the Corporation shall have the authority to issue shall be 10,000 shares of common stock having a par value of \$1.00 per share. Each share of common stock shall have the same rights as, and be identical in all respects to, all of the other shares of common stock.

**5.2 No Preemptive Rights.** Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock,

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TAMPA, FLORIDA

or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

## **ARTICLE 6**

### **Board of Directors**

**6.1 Director Vacancies; Removal.** Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of the remaining directors in office, although less than a quorum of the entire Board of Directors, may fill the vacancy or vacancies for the balance of the unexpired term or terms (subject to Section 607.0805(4) of the FBCA), at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article herein, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board of Directors for the balance of the unexpired term or terms. The Company's shareholders shall not, and shall have no power to, fill any vacancy on the Board of Directors. Shareholders may remove a director from office prior to the expiration of his or her term, with or without "cause," by an affirmative vote of a majority of all votes entitled to be cast for the election of directors.

**6.2 Number of Directors; Initial Terms.** The number of directors initially constituting the Board of Directors of the Corporation is five. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than five or more than seven. The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The terms of the initial directors shall not exceed one year after the date of incorporation hereof.

## **ARTICLE 7**

### **Action by Shareholders**

**7.1 Call For Special Meeting.** Except as otherwise provided by law, special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation or (b) a majority of the directors then on the Board, although less than a quorum.

**7.2 Shareholder Action by Written Consent.** Any action required or permitted to be taken by the shareholders of the Corporation may be effected by any consent in writing by such shareholders.

## **ARTICLE 8**

### **Indemnification**

**8.1 Limitation on Directors' Liability.** The Corporation shall indemnify any director or officer of the Corporation to the fullest extent permitted by the FBCA. To the fullest extent permitted by the FBCA as in effect on the date hereof, and as hereafter amended from time to time, a director of the Corporation shall not be liable to the Corporation or its

shareholders for monetary damages for breach of fiduciary duty as a director. If the FBCA or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time, or such successor statute. Any repeal or modification of this Section 7.1 by the shareholders of the Corporation shall not affect adversely any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

## **ARTICLE 9**

### **Amendments**

9.1 Articles of Incorporation. Except for any amendment pursuant to Section 607.1002 of the FBCA, the Corporation may not amend, alter, change, or repeal any provision of these Articles of Incorporation without the approval of shareholders of the Corporation holding a majority of the voting power of all of the shares of the Corporation's stock entitled to vote thereon.

9.2 Bylaws. The Bylaws of the Corporation may provide for the indemnification of officers and directors of the Corporation to the fullest extent permitted by law.

## **ARTICLE 10**

### **Initial Registered Office and Agent**

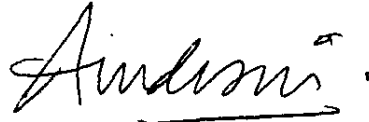
The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process from the Chief Financial Officer of the State of Florida.

## **ARTICLE 11**

### **Incorporator**

The name and address of the Incorporators of the Corporation, all of whom are over the age of eighteen and citizens of the United States, are: Akshay M. Desai, M.D., M.P.H.; Zachariah P. Zachariah, M.D., Seema A. Desai, Jayendra Choksie, and J. Phillip Sheesely c/o Universal Healthcare Acquisition Sub, 150 Second Avenue North, Suite 400, St. Petersburg, FL 33701.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporators this 14<sup>th</sup> day of March, 2006.




Name: Akshay M. Desai, M.D., M.P.H.  
Title: Incorporator



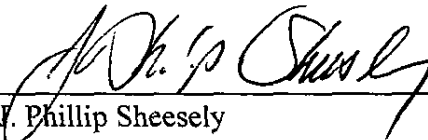
Name: Zachariah P. Zachariah, M.D.  
Title: Incorporator



Name: Seema A. Desai  
Title: Incorporator



Name: Jayendra Choksi  
Title: Incorporator




Name: J. Phillip Sheesely  
Title: Incorporator

STATE OF FLORIDA

COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Akshay Desai, and \_\_\_\_\_, each of whom acknowledged to me that he or she executed the foregoing Articles of Incorporation voluntarily and for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March, 2006.

(Seal) NOTARY PUBLIC-STATE OF FLORIDA  
 Justin E. Murphy  
Commission # DD426250  
Expires: MAY 05, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

NOTARY PUBLIC Justin Murphy  
My Commission Expires: May 5, 2009

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

**DATED** this 14th day of March, 2006.

Akshay M. Desai  
Name: Akshay M. Desai, M.D., M.P.H.

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