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FLORIDA PROFIT/NON PROFIT CORPORATION

NEW EMPIRE HEALTHCARE, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEW EMPIRE HEALTHCARE, P.A.**

The undersigned hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **NEW EMPIRE HEALTHCARE, P.A.**

ARTICLE II - ADDRESS

The principal office address of the corporation is 7557 West Sand Lake Road, PMB 123, 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.

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 non-assessable, 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 - INITIAL REGISTERED OFFICE AND AGENT

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

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

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

DAVID L. SCHICK, ESQ.

ARTICLE VII - SHAREHOLDERS

A. 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 not less than ten percent (10%) of all the shares entitled to vote at the meeting.

B. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, when a specified item of business is required to be voted on by a class or series of stock, a majority of the shares of such class or series entitled to vote shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall

be the act of the shareholders, unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

C. 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 one (1) director. The number of directors may be increased or decreased from time to time a vote of the holders of a majority of the shares then entitled to vote, but shall never be less than one (1). 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. Each shareholder shall be eligible to serve as a director. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote.

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 the holders of a majority of the shares then 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. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders. At a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, a majority of the number of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

ARTICLE IX - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Name

Address

Jarvid Ayadi, M.D.

7557 West Sand Lake Road, PMB 123,
Orlando, Florida 32819

ARTICLE X - SHAREHOLDERS

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 or her 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 or her shares.

ARTICLE XI - BYLAWS

The shareholders of this corporation by the affirmative vote of a majority of the shares entitled to vote shall have the sole power to establish, enact, amend, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE XII - 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. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his or her shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a Shareholders' Agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.
- 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 XIII - AMENDMENT

These Articles of Incorporation may be amended only by the affirmative vote of a majority of the shares entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of April, 2008.


Jauvid Ayadi, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of April, 2008, by Jauvid Ayadi, M.D.



AFFIX NOTARY STAMP


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:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of **NEW EMPIRE HEALTHCARE, P.A.**, I hereby accept and agree to act in this capacity.

Dated: 4-14-, 2008.


DAVID L. SCHICK, ESQ.

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