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FLORIDA PROFIT/NON PROFIT CORPORATION

Billing and Administrative Services, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BILLING AND ADMINISTRATIVE SERVICES, INC.**

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

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ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be BILLING AND ADMINISTRATIVE SERVICES, INC.

ARTICLE II - ADDRESS

The principal office address of the Corporation is 1214 East Concord Street, Orlando, Florida 32803.

ARTICLE III - GENERAL NATURE OF BUSINESS

It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - SHARES

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, this 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 Articles of Incorporation.

ARTICLE V - DURATION

This Corporation shall exist perpetually.

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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 - BOARD OF DIRECTORS

A. This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time by the shareholders, but shall never be less than one (1). No decrease shall have the effect of shortening the term of any incumbent director.

B. Directors shall be elected by a majority of the votes cast by the shares entitled to vote in the election at a shareholders' meeting at which a quorum is present.

C. Except as may otherwise be provided by a Stock Purchase and Shareholders' Agreement among the shareholders of this Corporation ("Shareholders' Agreement"), 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 at an election of directors.

D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the shareholders at their next annual meeting or at a special meeting 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.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the initial members of the Board of Directors and Officers, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jamal A. Hakim, M.D.	1214 East Concord St. Orlando, Florida 32803	Director President
Dean Sider, M.D.	1214 East Concord St. Orlando, Florida 32803	Director Secretary/Treasurer

Noah Babins, M.D.	1214 East Concord St. Orlando, Florida 32803	Director
Andre M. Kwa, M.D.	1214 East Concord St. Orlando, Florida 32803	Director
James S. Lawrence, Jr., M.D.	1214 East Concord St. Orlando, Florida 32803	Director
Douglas T. Miller, M.D.	1214 East Concord St. Orlando, Florida 32803	Director
J. Michael Verlander, Jr., M.D.	1214 East Concord St. Orlando, Florida 32803	Director
Stephen W. Thompson, M.D.	1214 East Concord St. Orlando, Florida 32803	Director
Charles J. Chase, D.O.	1214 East Concord St. Orlando, Florida 32803	Director
Lawrence H. Kuhn, M.D.	1214 East Concord St. Orlando, Florida 32803	Director
Jeffrey J. Huang, M.D.	1214 East Concord St. Orlando, Florida 32803	Director

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Jamal A. Hakim, M.D.	1214 East Concord St., Orlando, FL 32803

ARTICLE X - 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 a 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 XI - BYLAWS

Except as may otherwise be provided by a Shareholders' Agreement, these bylaws may be repealed or amended, and new bylaws may be adopted, by the shareholders.

ARTICLE XII - AMENDMENT

Except as may otherwise be provided by a Shareholders' Agreement, these Articles of Incorporation may be amended in the manner provided by law.

WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of SEPTEMBER, 2008.


Jamal A. Hakim, M.D., Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in these Articles of Incorporation of **BILLING AND ADMINISTRATIVE SERVICES, INC.**, I hereby accept and agree to act in this capacity.

Dated this 15th day of October, 2008.


DAVID L. SCHICK, ESQUIRE

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