

POA 000075311

Division of Corporations

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09-09-2009

Page 1 of 1

1/7

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**PREMIER HOSPITALISTS ALLIANCE, P.A.**

Certificate of Status	0
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H09000197520 3

**ARTICLES OF INCORPORATION  
OF  
PREMIER HOSPITALISTS ALLIANCE, 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 **PREMIER HOSPITALISTS ALLIANCE, P.A.**

**ARTICLE II - ADDRESS**

The principal office address of the corporation is 3135 Citrus Tower Blvd., Suite A, Clermont, Florida 34711.

**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.

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**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.
- D. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Stock Purchase and Shareholders' Agreement between the Corporation and its shareholders ("Shareholders' Agreement"), by contract or by law, at least a majority of all 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 of Incorporation, 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, at least a majority of all shares of such class or series 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 at least a majority of all 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 of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law. After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

**ARTICLE V - DURATION**

This corporation shall exist perpetually.

H09000197520 3

**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 - 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 by a vote of at least a majority of all shares entitled to vote, but no decrease shall have the effect of shortening the term of any incumbent director.

B. At the first annual meeting of shareholders, and at each annual meeting thereafter, the shareholders shall elect directors to hold office for the term for which such directors are elected and until such directors' successors shall have been elected and qualified or until such directors' earlier resignation, removal from office or death. 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 such shareholder 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 at least a majority of all shares 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, may be filled by a vote of at least a majority of all shares 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.

D. 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 at least seventy-five percent (75%) of all shares then entitled to vote.

E. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, at least a majority of the number of directors shall constitute a quorum for the transaction of business. The act of at least a 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 of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

H09000197520 3

**ARTICLE VIII - INCORPORATOR**

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

<b><u>Name</u></b>	<b><u>Address</u></b>
Jauvid Ayadi, M.D.	9240 Southern Breeze Drive Orlando, Florida 32836

**ARTICLE IX - 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 or Doctor of Osteopathy 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 X - BYLAWS**

The shareholders of this corporation by the affirmative vote of at least seventy-five percent (75%) of all shares entitled to vote shall have the sole power to establish, enact, amend, alter or repeal the Bylaws of this corporation.

**ARTICLE XI - 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.

H09000197520 3

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 XII - AMENDMENT

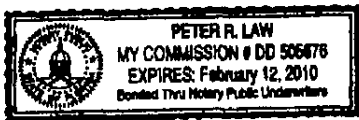
These Articles of Incorporation may be amended only by the affirmative vote of at least seventy-five percent (75%) of all shares entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4<sup>th</sup> day of September, 2009.

JAUVID AYADI, M.D.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of September, 2009, by JAUVID AYADI, M.D.



AFFIX NOTARY STAMP

Peter R. Law  
Signature of Notary Public

(Print Notary Name)

My Commission Expires: 2/12/2010

Commission No.: DD 505676

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced:

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

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

Dated: September 9, 2009.

  
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DAVID L. SCHICK, ESQ.

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