

P13000096472

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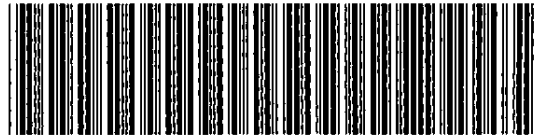
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W13000065883



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DIVISION OF CORPORATIONS

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12/4/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 902764 7687756

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 2013

ORDER TIME : 2:48 PM

ORDER NO. : 902764-025

CUSTOMER NO: 7687756

DOMESTIC FILING

NAME: PROMISE HEALTHCARE #2, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: _____

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902764-25



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 3, 2013

CSC NETWORKS
ATTN: SUSIE KNIGHT

RESUBMIT
Please give original
submission date as file date.

RECEIVED STATE
DEPARTMENT OF
13 DEC - 3 PM 1:51

SUBJECT: PROMISE HEALTHCARE #2, INC.
Ref. Number: W13000065883

We have received your document for PROMISE HEALTHCARE #2, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 013A00027459

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ARTICLES OF INCORPORATION
OF
PROMISE HEALTHCARE #2, INC.
(A For-Profit Corporation)

ARTICLE I -NAME

The name of the Corporation is PROMISE HEALTHCARE #2, INC.

ARTICLE II -REGISTERED AGENT ADDRESS

The initial registered agent for the Corporation is Corporation Service Company having an address of 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE III -PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 999 Yamato Road, Boca Raton, FL 33431.

ARTICLE IV -PURPOSE

The corporation is formed for the transaction of any and all lawful business for which a for-profit corporation may be organized under the laws of Florida.

ARTICLE V -DURATION

The duration of the Corporation shall be perpetual.

ARTICLE VI - AUTHORIZED SHARES

The total number of shares the corporation is authorized to issue is 10,000 with a par value of \$1.00 per share.

ARTICLE VII -DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as the initial Director is:

Name

Address

Peter Baranoff

999 Yamato Road, Boca Raton, FL 33431

ARTICLE VIII –INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each officer or former Director or officer may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE IX –LIMITATION ON SCOPE OF LIABILITY

No director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- A. A breach of the Director's duty of loyalty to the Corporation;
- B. An act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- C. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- D. An act or omission by the Directors for which liability is expressly provided for by statute.

ARTICLE X – INFORMAL ACTION BY DIRECTOR

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. All consents signed in this manner must be delivered to the Secretary or other officer having custody of the minute book within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in this manner. A facsimile transmission or other similar transmission shall be regarded as signed by the Director for purposes of this Article.

ARTICLE XI –EFFECTIVENESS OF FILING

This document becomes effective when the document is filed with the secretary of state.

ARTICLE XII – INCORPORATOR

The name and address of the Incorporator is:


Name

Address

David Armstrong

999 Yamato Road, Boca Raton, FL 33431

IN WITNESS WHEREOF, I have hereunto set my hand, this 2nd day of December, 2013.



David Armstrong, Esq.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

By: *Sue G. Knight* Date 12-2-2013

Sue G. Knight
Assistant Vice President

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