

P15000002646

944951

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

2nd attempt

((H1500003881 3)))



H15000038813ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407)649-4287
Fax Number : (407)841-0168

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JAN -9 PM 1:55

APPROVED
AND
FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.
Email Address: lberys-tresser@bakelaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Imminent Surgical Associates, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 JAN -9 PM 2:19

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

141

APPROVED
AND
FILED 7-793 P.002/006 F-890

15 JAN -9 PM 1:59

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IMMINENT SURGICAL ASSOCIATES, P.A.

THE UNDERSIGNED, President of **Imminent Surgical Associates, P.A.**, a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Incorporation of the Corporation:

ARTICLE I - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE II - NAME OF CORPORATION

The name of this Corporation shall be **Imminent Surgical Associates, P.A.**

ARTICLE III - ADDRESS

The principal and mailing address of the Corporation is 4960 Lazy Oaks Way, St. Cloud, Florida 34771.

ARTICLE IV - 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 or Doctor of Osteopathy 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 facilitate the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, to take all action 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. To 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 V - CAPITAL STOCK

A. The authorized capital stock of this Corporation and the maximum number of shares of 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; said stock consisting of 5,000 shares of Class A common stock and 5,000 shares of Class B common stock. The characteristics of each class of common stock shall be as follows:

The Class A common stock shall be voting stock and the holders thereof shall be entitled to vote on all issues upon which the shareholders are entitled to vote. The Class B common stock shall be non-voting stock and the holders thereof shall not be entitled to vote on any issue.

The Class B non-voting common stock shall automatically convert to Class A voting common stock at such time as there are no shareholders holding Class A voting common stock employed by the Corporation.

Except as hereinabove provided, the rights and privileges of each class of stock shall be identical as to dividends and other rights, powers and privileges.

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 VI - DURATION

This Corporation shall exist perpetually.

ARTICLE VII - INCORPORATOR

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Ali Al-Rawi, M.D.	6544 Carmel Lane Windermere, Florida 34786

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The address of the registered office of this Corporation shall be:

200 South Orange Avenue, Suite 2300
Orlando, Florida 32801

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

David L. Schick

ARTICLE IX - BOARD OF DIRECTORS

A. Only voting Shareholders of this Corporation shall be eligible to be directors of this Corporation. At each election for directors every Shareholder entitled to vote at such election shall have the right to vote, in person, the number of voting 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. Directors shall be elected by a vote of the holders of all the shares then entitled to vote at an election of directors.

B. 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 the holders of all the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

C. At each annual meeting, the voting Shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

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 affirmative vote of all the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the voting Shareholders.

E. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Stock Purchase and Shareholders' Agreement between this Corporation and this Corporation's Shareholders (a "Shareholders' Agreement"), by contract or by law, the act of at least a majority of the directors shall be the act of the Board of Directors.

ARTICLE X - SHAREHOLDERS

A. 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.

B. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by a Shareholders' Agreement, by contract or by law, a majority of all shares entitled to vote, represented in person or by proxy, shall be the act of the voting Shareholders.

C. Each outstanding share of voting stock shall be entitled to one vote on each matter submitted to a vote at a meeting of voting Shareholders.

D. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

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.

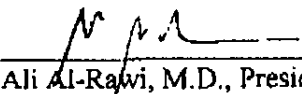
B. At its option, to purchase and acquire any or all of its shares owned and held by any such Shareholder as should desire to sell, transfer or otherwise dispose of such Shareholder's shares, or any or all of its shares owned and held by a Shareholder who dies, all in accordance with the Shareholders' Agreement; 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 XII - AMENDMENT

These Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of all of the shares then entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 1st day of January, 2015.



Ali Al-Rawi, M.D., President

APPROVED
AND
FILED

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

15 JAN 9 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I Having been named as the registered agent in the Articles of Incorporation of ~~Imminent~~
Surgical Associates, P.A., I hereby accept and agree to act in this capacity.



David L. Schick