

Division of Corporations

P2100093925
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.

(((H21000308026 3)))



H210003080263ABCW

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 : REZLEGAL, LLC
Account Number : 120140000053
Phone : (904) 685-9321
Fax Number : (904) 567-1066

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: RezLegal@rezlegal.com

FLORIDA PROFIT/NON PROFIT CORPORATION
Samuel Wells Surgicenter Holdco, Inc.

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

AUG 18 2021

T. SCOTT

2021 AUG 17 PM 1:30
2021 AUG 17 PM 3:31
FILED

**ARTICLES OF INCORPORATION
OF
SAMUEL WELLS SURGICENTER HOLDCO, INC.**

2021 AUG 17 PM 1:30
STATE OF FLORIDA
SECRETARY OF STATE

**ARTICLE I
NAME**

The name of the corporation is Samuel Wells Surgicenter Holdco, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is: 3599 University Blvd., Suite 603, Jacksonville, FL 32216.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in Florida is, and the Corporation's registered agent at the registered office is: 3599 University Blvd., Suite 603, Jacksonville, FL 32216 and Lewis J. Obi.

**ARTICLE IV
PURPOSES**

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any and all lawful acts or activities for which corporations may be organized under the Florida Business Corporations Act as now or hereafter in force.

**ARTICLE V
CAPITALIZATION**

The Corporation shall have authority, acting by its board of directors, to issue one hundred (100) shares of Common Stock, \$1.00 par value per share.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of the Corporation is: Lewis J. Obi and 3599 University Blvd., Suite 603, Jacksonville, FL 32216.

ARTICLE VII

LIMITATION ON PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 607.0831 of the Florida Business Corporations Act (or the corresponding provision of any successor act or law); and for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporations Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers or expanding such liability, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, as so amended. Any repeal or modification of the provisions of this Article VII by the shareholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII

INDEMNIFICATION

(a) The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust or other enterprise (an "indemnitee"). The Corporation may, to the full extent permitted by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the fullest extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise.

both as to action in his official capacity and as to action in another capacity while holding such office.

(b) Notwithstanding the foregoing, the Corporation shall not indemnify any such indemnitee (1) in any proceeding by the Corporation against such indemnitee; (2) in the event the board of directors determines that indemnification is not available under the circumstances because the officer or director has not met the standard of conduct set forth in Section 607.0850 of the Florida Business Corporations Act; or (3) if a judgment or other final adjudication adverse to the indemnitee establishes his liability (i) for any breach of the duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under Section 607.0831 of the Florida Business Corporations Act.

ARTICLE IX

AMENDMENTS

The bylaws of the Corporation may be amended, modified, or repealed by a resolution adopted by the board of directors or shareholders of the Corporation, subject to any provision of law then applicable. The Corporation reserves the right to amend modify, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred in these Articles of Incorporation on the shareholders of the Corporation are granted subject to this reservation.

Notwithstanding any of the provisions of these Articles of Incorporation or the bylaws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of the Corporation) the affirmative vote of the holders of at least two-thirds of the voting power of the Corporation shall be required to repeal or amend this Article IX or to repeal, amend or adopt any provision inconsistent with Articles V, VII or VIII.

Dated: August 16, 2021.

DocuSigned by:
Lewis J. Obi, M.D.
AAC3B5E84099452

Lewis J. Obi.
Incorporator

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

Samuel Wells Surgicenter Holdco, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Lewis J. Obi, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 3599 University Blvd., Suite 603, Jacksonville, FL 32216.

Dated: _____

DocuSigned by:
Lewis J. Obi, M.D.
AAC3B5F64099452

Lewis J. Obi, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: _____

DocuSigned by:
Lewis J. Obi, M.D.
AAC3B5F64099452

Lewis J. Obi, Registered Agent