

P95000000422

LUIS BERRIOS, M.D.

(Requestor's Name)

(Address)

(City, State, Zip)

(Phone #)

500001359585  
-12/21/94--01132--017  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

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DIVISION OF CORPORATIONS  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- PRIMECARE SOUTHWEST, P.A.  
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

~~502~~ SDG  
W44-27232

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

December 27, 1994

**LUIS BERRIOS, M.D.**  
713 E. MARION AVE.  
SUITE 205  
PUNTA GORDA, FL 33950

**SUBJECT: PRIMARY CARE, P.A.**  
Ref. Number: W94000027232

We have received your document for PRIMARY CARE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 394A00054346

**ARTICLES OF INCORPORATION**

**OF**

**PRIMARY-CARE, P.A.** PrimeCare Southwest, P.A.

I, the undersigned, being of full age, and being duly licensed to practice as a physician under the laws of the State of Florida, do hereby subscribe for the purposes of forming and organizing a corporation for profit under the provisions of the Professional Services Corporation Act and other laws of the State of Florida, and hereby adopt and declare the following Articles of Incorporation covering the existence and organization of this corporation.

**ARTICLE I**

The name of this professional service corporation shall be

**PRIMARY-CARE, P.A.**  
PrimeCare Southwest, P.A.

**ARTICLE II**

This professional service corporation is formed to engage in every phase and aspect of the practice of medicine and any activity or business permitted under Chapter 621 of the Florida Statutes.

**ARTICLE III**

The maximum number of shares of stock authorized to be issued by this professional service corporation shall be limited to One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share, and each share of common stock shall entitle the holder thereof to one vote at any stockholders' meeting and said common stock shall otherwise fully participate in all stockholders' meetings and in the assets of the corporation, and shall be fully paid and non-assessable. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation or its Board of Directors.

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None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed in the State of Florida to practice the profession and activities set forth under ARTICLE II herein.

#### **ARTICLE IV**

This corporation shall commence corporate existence on the date of this filing of these Articles with the Department of State and thereafter have perpetual existence, unless sooner dissolved by law.

#### **ARTICLE V**

The street address and mailing address of the principal office and initial registered office of this corporation is 713 E. Marion Ave., Suite 205, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is K. Vasanth Pai.

#### **ARTICLE VI**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to

procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors subject to the approval of a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be director, officer, employee, or agent, and shall have power to make any

other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

#### ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation are:

Luis Berrios, M.D., 713 E. Marion Ave., Suite 205, Punta Gorda, FL 33950  
Samuel V. Estepa, M.D., 713 E. Marion Ave., Punta Gorda, FL 33950

#### ARTICLE VIII

The name and post office address of the incorporator signing these articles are:

Luis Berrios, M.D., 713 E. Marion Ave., Suite 205, Punta Gorda, FL 33950

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of Dec., 1994.

  
\_\_\_\_\_  
Luis Berrios, M.D.

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 19th day of Dec. 1994, by Luis Berrios, M.D., the initial subscriber of the above-named corporation, who is personally known to me or produced a \_\_\_\_\_ as identification.

Julie Miller  
Notary Public

My Commission Expires: 12/28/97

**JULIE MILLER**  
Notary Public, State of Florida  
My Comm. Expires Dec. 28, 1997  
No. CC 338125  
Bonds To Official Notary Service

To: The Department of State  
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

PrimeCare Southwest, P.A.

~~Primary Care, P.A.~~, with its place of business at 713 E. Marion Ave., Suite 205,

Punta Gorda, Florida 33950, has named K. Vasanth Pai, located at 713 E. Marion Ave., Suite 205, Punta Gorda, Florida 33950, as its agent to accept service of process within the State of Florida.

Dated: Dec. 19, 1994.

Luis Berrios, M.D., Corporate Officer

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: Dec. 19, 1994.

K. Vasanth Pai, Registered Agent

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