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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 18 AM 10:49

SUBJECT: PrimeCare Walkin Clinic P.A.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25.

FROM:

KOUSAY BAAJ, M.D.  
REGISTERED AGENT  
2609 W 23RD ST.  
PANAMA CITY, FL 32405  
(904) 763-0447

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FOR

\_\_\_\_\_, P.A.

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98 MAR 18 AM 10:36  
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

Prime Care Walk in Clinic, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes, Chapter 621, and other laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Prime Care Walk in Clinic

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a duly licensed doctor 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 who are duly licensed under the laws of the State of Florida, to practice medicine therein.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, and other type of investment, and to own real and personal property necessary for the rendering of professional services.

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To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the proposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the 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 of the purposes or the attainment of the objects or the furtherance of such persons or objects of this corporation.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specified purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND SHARES of common stock of the same class and having a nominal par value of ONE DOLLAR (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars, (\$ 500.00).

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI  
INITIAL PRINCIPAL OFFICE

The Initial Principal place of business and mailing address of this corporation shall be: 2609 W. 23rd St Panama City FL  
32405

Panama City, Florida 3240

The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE VII  
INITIAL REGISTERED AGENT

The name and address of the initial registered agent for this corporation is:

KOUSSAY BAAJ, M.D. 2609 W 23rd St  
Panama City, FL 32405

The initial registered agent, who, by the signing of these Articles of Incorporation consents to such designation.

ARTICLE VIII

DIRECTORS

This corporation shall have one director, initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE IX

INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, is as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                                 |
|--------------------|--|
| KOUSSAY BAAJ, M.D. | 2609 W. 23rd St.<br>Panama City, Florida 32405 |

ARTICLE X

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation, who is duly licensed as a doctor, the number of shares he agrees to take and the value of the consideration is:

| <u>NAME</u>        | <u>ADDRESS</u>                                 |
|--------------------|--|
| KOUSSAY BAAJ, M.D. | 2609 W. 23rd St.<br>Panama City, Florida 32405 |

NUMBER OF SHARES

VALUE OF CONSIDERATION

500

\$ 500.00

## ARTICLE XI

### CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) they would be entitled to cast for the election of Directors with respect to their shares of stock multiplied by the number of Directors to be elected, and they may cast all such votes for a single \_\_\_\_\_ Director, or may distribute them among the number to be voted for, or any two or more of them, as they may see fit.

## ARTICLE XII

### VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any type of agreement vesting in another person the authority to exercise the voting power of any or all of their shares. \_\_\_\_\_

## ARTICLE XIII

### BUSINESS OPERATIONS

Except as otherwise provided by law: All business affairs of the corporation shall be conducted in compliance with general corporate practices which are characteristic of those ordinarily relating to \_\_\_\_\_ business corporations; all shares of stock in the corporation shall be fully transferable; management of the corporation shall be vested in the Board of Directors; liability of shareholders shall be limited to their respective interests in the stock of the corporation; and the continuity of the corporation shall not be affected by death, disability, retirement or sale of stock by any one shareholder,

provided, however, that this provision shall not prohibit the corporation, its employees, or its stockholders, from entering into such agreements relating to redemption of stock, other stock purchase agreements, or other corporate plans available to business corporations.

#### ARTICLE XIV

##### CONTRACTS

No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of themselves or any firm, association or corporation in which they may in any way be interested.

## ARTICLE XV

### REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

## ARTICLE XVI

### RESTRAINT OF ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the shareholders of this corporation, any regulator or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulator or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer their shares therein except to another individual who is eligible to be a shareholder of this corporation and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting especially called for such purposes. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, or is elected to public office, or accepts employment that places restrictions or limitations



upon their continuous rendering of such professional services, such shareholder's share shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

#### ARTICLE XVII

##### 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:

This corporation shall have the power to enter into, or become a partner in any arrangements of 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.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to subscribe to any such stock.

This corporation shall have the power, 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 share, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

The corporation shall have the power, at its option, to purchase and acquire the share owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power 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 plans.

#### ARTICLE XVIII

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

The Directors of this corporation shall have the power to make and amend the By-Laws of the corporation.

ARTICLE\_IXX

AMENDMENT - NATURE OF BUSINESS

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all of the shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes, except that the corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building or loan association, fraternal benefit society, state fair or exposition, provided all of the Directors and all of the shareholders sign a written statement manifesting their intentions that the amendment of these Articles of Incorporation therein set forth be made, and the said written statement is filed in the office of the Secretary of State with the provisions of Chapter 607.181 and 607.187 of the Florida Statutes. In the event of such change of business purpose, this corporation will not continue to render professional services to the public generally rendered by a physician.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a Professional Service Corporation to perform services as

aforesaid within the State of Florida, under the laws of the State of Florida, do make and file this instrument, hereby declaring and certifying that the facts herein stated are true, and hereunto set her hand and seal this 17th day of March, 1998.

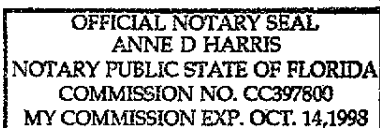
Koussay BAAJ, M.D.  
KOUSSAY BAAJ, M.D.  
Subscriber and Initial Incorporator

STATE OF FLORIDA

COUNTY OF BAY

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared KOUSSAY BAAJ, M.D., to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of March, 1998, at Panama City, Bay County, Florida.



Anne D. Harris  
NOTARY PUBLIC STATE OF FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 18 AM 10:19

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

Prime Care Walk in Clinic, P.A.

2. The name and address of the registered agent and his office is:

KOUSSAY BAAJ, M.D.  
2609 W. 23rd St.  
PANAMA CITY, FLORIDA 32405

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

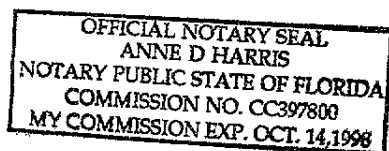
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KOUSSAY BAAJ, M.D.)

3-17-98  
Date

STATE OF FLORIDA  
COUNTY OF BAY

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments personally appeared KOUSSAY BAAJ, M.D., to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of March, 1998, at Panama City, Bay County, Florida.



Anne D Harris  
NOTARY PUBLIC STATE OF FLORIDA