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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Medical Associates of Lake Mary PA

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<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

- ☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
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Ordered By: _____

ARTICLES OF INCORPORATION

MEDICAL ASSOCIATES OF LAKE MARY, P.A.

The undersigned Incorporator of these Articles of Incorporation hereby forms a professional service corporation (the "Corporation"), pursuant to Section 621, Florida Statutes, and in conjunction with Section 607, Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is MEDICAL ASSOCIATES OF LAKE MARY, P.A.

ARTICLE II - NATURE OF PROFESSIONAL SERVICE

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

A. To engage in every phase and aspect of the business of rendering professional services to the public that any doctor of medicine duly licensed under the laws of the State of Florida is authorized to render, such professional services shall be rendered only through officers, employees and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services.

C. To establish or enter into, for the benefit of its employees, one (1) or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift savings plan; (5) a restricted stock option plan; and/or (6) other retirement or incentive compensation plans, whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares of the Corporation owned and held by any shareholder who dies, such purchase to be in accordance with the bylaws of the Corporation adopted by the shareholders. The bylaws shall set forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

E. At its option, to enter into a partnership with other qualified professional associations and/or individuals duly qualified to practice medicine in the State of Florida.

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and policies shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law and includes, without limitation, the powers and purposes to manufacture, design, construct,

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own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and render services of all kinds and to engage in any legal and lawful act or activity for which professional service corporations may be organized under the laws of the State of Florida.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one (1) time is ten thousand (10,000) shares of common stock, having a nominal or par value of one cent (\$0.01) per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida, nor may any shareholder sell or transfer such shareholder's shares in the Corporation except to another individual who is duly licensed or otherwise legally authorized to practice medicine as aforesaid.

ARTICLE IV - TERM OF EXISTENCE

The Corporation is to exist and shall commence existence upon the date of filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE V – PRINCIPAL ADDRESS OF INITIAL PLACE OF BUSINESS, REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is:

816 Lakeworth Circle, Heathrow, FL 32746

The street address of the initial registered office of the Corporation is:

Mohip & Burnett
215 Verne Street
Suite B
Tampa, FL 33606

The name and street address of the initial registered agent of the Corporation are as follows:

John Burnett
Attorney
Mohip & Burnett
215 Verne Street
Suite B
Tampa, FL 33606

ARTICLE VI – DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of directors may be increased or decreased from time to time by bylaws for the Corporation adopted by the shareholders, but shall never be less than one (1). The Corporation shall have one (1) director initially. The name and address of the initial director of the Corporation is:

NAME

ADDRESS

Jauvid B. Ayadi, M.D.

816 Lakeworth Circle
Heathrow, FL

ARTICLE VII – INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

NAME

ADDRESS

John Burnett
Attorney

Mohip & Burnett
215 Verne Street
Suite B
Tampa, FL 33606

ARTICLE VIII – INDEMNIFICATION

Each director and officer of the Corporation, in consideration of such director's services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by such director in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought by reason of that director being or having been a director or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned by the Corporation; or by reason of any act or omission to act as such director or officer; provided that the director shall not have been derelict in the performance of his/her duties as to the matter or matters with respect to which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any director or officer may be entitled as a matter of law.

ARTICLE IX – INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one (1) or more of the directors or officers of the Corporation is interested in, or is a member, shareholder, director or officer of, such other firm or corporation. Any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested. No contract, act or transaction of the Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or officer of the Corporation is a party to, or is interested in, such contract, act or association or corporation. Each and every person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of such person or any firm, association or corporation in which such person may be interested.

ARTICLE X – STOCK RESTRICTIONS

None of the capital stock of the Corporation shall be issued to any person who is not duly licensed to practice medicine in the State of Florida. No shareholder of the Corporation may enter into a voting trust agreement or any other type of agreement vesting or attempting to vest in another person the authority to exercise the voting power of any or all of the stock of such shareholder. Any shareholder of the Corporation who is legally disqualified to render professional services necessary and required to practice medicine within the State of Florida shall become obligated to divest himself/herself of such stock in the Corporation in the manner provided for in the bylaws of the Corporation. The shareholders of the Corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of any of the Corporation's shareholders. No shareholder of the Corporation may sell or transfer such shareholder's shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall be approved at a shareholders' meeting especially called for such purpose. If any shareholder shall become legally disqualified to practice medicine in the State of Florida, or be elected or appointed to a public office or accept other employment which places restrictions or limitations upon such shareholder's continuous rendering of such professional services, then such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the bylaws of the Corporation.

ARTICLE XI – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in the Section 621.13, Florida Statutes. All of the rights of the shareholders of the Corporation are subject to this reservation.

ARTICLE XII – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XIII – APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER OR ACQUISITION**

The approval of the shareholders of the Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic professional service corporation organized under Section 621, Florida Statutes, to render the professional services to be rendered hereunder. Merger or consolidation with a foreign corporation is strictly prohibited.


ARTICLE XIV – I.R.C. SECTION 1244

It is the intent of the Incorporator and the Corporation to qualify the shares of stock issued by the Corporation as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV – SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator and the Corporation to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the organizational meeting of the Corporation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 9th day of August, 1999.



John Burnett
Incorporator

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

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

FIRST, that MEDICAL ASSOCIATES OF LAKE MARY, P.A., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, located in the City of Heathrow, Florida, County of Seminole, State of Florida, has named JOHN BURNETT, *Attorney*, located at 215 Verne Street, Suite B, Tampa, FL 33606, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as the registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree and accept the responsibility to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



John Burnett
Attorney

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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