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IMPORTANT NOTICE Completion of this form is necessary for consideration for licensure under 225 ILCS 1071 et seq or 225 ILCS 1571 et seq (Illinois Compiled Statutes). Disclosure of this information is VOLUNTARY. However, failure to comply may result in this form not being processed.

# APPLICATION FOR A MEDICAL OR PROFESSIONAL CORPORATION REGISTRATION

1. NAME OF CORPORATION (exactly as it appears on the Articles of Inc.) Women's Health Partners of Chicago, S.C.	2. TYPE OF REGISTRATION <input checked="" type="checkbox"/> Medical Corporation <input type="checkbox"/> Professional Service Corporation	3. FEIN NUMBER [REDACTED]
4. ADDRESS OF PRINCIPAL OFFICE (Street Address, City, State, ZIP Code) 830 Diversey Parkway Chicago, IL 60614	5. COUNTY Cook	6. DATE CORPORATION FORMED 6-13-02
	7. PRINCIPLE OFFICE TELEPHONE NUMBER (773) 327-4856	

8. IDENTIFICATION OF SHAREHOLDERS, DIRECTORS, OFFICERS, AGENTS, AND EMPLOYEES OTHER THAN ANCILLARY PERSONNEL		
NAME	ADDRESS (City, State, ZIP Code)	ILLINOIS LICENSE NUMBER
Louis Fernandez, M.D.	[REDACTED]	036-089058
11. The assumed name and the name of the corporation's shareholders have been filed with the Recorder of the County in which the principal office is located. The name of the County is Cook		
12. The Articles of Incorporation or the Authority to Conduct business in Illinois have been filed with the Illinois Secretary of State and a copy of the complete filed Articles or a copy of the complete Articles from the original state of incorporation and a copy of the authority to Conduct Business in Illinois is/are attached.		

**RECEIVED**  
JUL 3 2002  
Professional Service Unit

9. IF AN ATTORNEY LICENSED TO PRACTICE LAW IN ILLINOIS IS ACTING AS INITIAL INCORPORATOR ON BEHALF OF THE CORPORATION, PROVIDE THE ATTORNEY'S NAME, BUSINESS ADDRESS AND TELEPHONE NUMBER.		
ATTORNEY NAME	BUSINESS ADDRESS	TELEPHONE NUMBER

10. The corporation named in this application is using an assumed name. (An assumed name for a Medical Corporation  Yes  No is any name that does not consist of the surname of any present or former shareholder. An assumed name for a Professional Service Corporation is any name that does not consist of the full or last name of one or more of its shareholders.)

11. The assumed name and the name of the corporation's shareholders have been filed with the Recorder of the County in which the principal office is located.  Yes  No  
The name of the County is Cook

12. The Articles of Incorporation or the Authority to Conduct business in Illinois have been filed with the Illinois Secretary of State and a copy of the complete filed Articles or a copy of the complete Articles from the original state of incorporation and a copy of the authority to Conduct Business in Illinois is/are attached.  Yes  No

Under penalties of perjury, I declare that I have examined the application and all supporting documents submitted by me in connection therewith, and to the best of my knowledge they are true, correct and complete.

Signature of Applicant: [REDACTED] Date: 7.11.02

I UNDERSTAND THAT FEES ARE NOT REFUNDABLE. My signature above authorizes the Department of Professional Regulation to reduce the amount of this check if the amount submitted is not correct. I understand this will be done only if the amount submitted is greater than the required fee hereunder, but in no event shall such reduction be made in an amount greater than \$50.

Form **BCA-2.10** ARTICLES OF INCORPORATION

(Rev. Jan. 1999)

This space for use by Secretary of State

**SUBMIT IN DUPLICATE!**

**Jesse White**  
 Secretary of State  
 Department of Business Services  
 Springfield, IL 62756  
 http://www.sos.state.il.us



Filed 6/18/2002

Jesse White Secretary of State

62290986

This space for use by Secretary of State  
 Date Filed 6/18/2002

Franchise Tax \$ 25.00  
 Filing Fee \$ 75.00  
 Approved 8E **\$100.00**

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. CORPORATE NAME: Women's Health Partners of Chicago, S.C. BE

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Marvin Kamensky, Esq.

Initial Registered Office:	First Name	Middle Initial	Last name
7250		N. Cicero Avenue	Suite 200
Lincolnwood	IL	Cook	60712
	City	County	Zip Code

3. Purpose or purposes for which the corporation is organized:  
 (If not sufficient space to cover this point, add one or more sheets of this size.) 17

See attachment

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:

Class	Per Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor

TOTAL = \$ ██████████

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

**OPTIONAL: OTHER PROVISIONS**  
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

**5. OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation: \_\_\_\_\_  
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address	City, State, ZIP
_____	_____	_____
_____	_____	_____

**6. OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_  
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_  
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_  
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

**7. OPTIONAL: OTHER PROVISIONS**  
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

**8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)**  
 The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated: May 22 2002  
 (Month & Day) Year

Signature and Name	Address
1. <u>[Signature]</u> Louis Fernandez, M.D. (Type or Print Name)	1. <u>[Address]</u> Street City/Town State ZIP Code
2. <u>[Signature]</u> (Type or Print Name)	2. <u>[Address]</u> Street City/Town State ZIP Code
3. <u>[Signature]</u> (Type or Print Name)	3. <u>[Address]</u> Street City/Town State ZIP Code

(Signatures must be in **BLACK INK** on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)  
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

**FEE SCHEDULE**

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
  - The filing fee is \$75.
  - The minimum total due (franchise tax + filing fee) is \$100.  
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,687)
  - The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.
- Illinois Secretary of State Springfield, IL 62756  
 Department of Business Services Telephone (217) 782-9522 or 782-9523

To own, operate and maintain an establishment for the study, diagnosis and treatment of human ailments and injuries, whether physical or mental, and to promote medical, surgical and scientific research and knowledge, provided that the medical or surgical treatment, consultation or advice may be given by employees of the Corporation only if they are licensed pursuant to the Medical Practice Act.

**ATTACHMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
WOMEN'S HEALTH PARTNERS OF CHICAGO, S.C.**

**ARTICLE 3.**

**MEDICAL PURPOSE:**

To own, operate and maintain an establishment for the study, diagnosis and treatment of human ailments and injuries, whether physical or mental, and to promote medical, surgical and scientific research and knowledge, provided that the medical or surgical treatment, consultation or advice may be given by employees of the Corporation only if they are licensed pursuant to the Medical Practice Act.

LAW OFFICES  
**KAMENSKY & RUBINSTEIN**

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

SUITE 200

7250 NORTH CICERO AVENUE

LINCOLNWOOD, ILLINOIS 60712-1693

(847) 982-1776

14TH FLOOR

116 SOUTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60603

TELEPHONE (312) 368-1776

FACSIMILE: (847) 982-1676

CABLE: LAWYERS  
LAWYERS CHICAGO

July 18, 2002

State of Illinois  
Department of Professional Regulation  
320 West Washington Street  
Third Floor  
Springfield, IL 62786

KAMENSKY & RUBINSTEIN

Christina L. Garcia

**RE: Women's Health Partners of Chicago, S.C. (the "Corporation")**

Dear Sir or Madam:

Enclosed herewith please find the fully executed Application for a Medical Service Corporation License to be filed with your office for the above-captioned Corporation. Also enclosed is a check for \$50.00, to cover the filing fee and a copy of the filed Articles of Incorporation. Thank you in advance for your timely cooperation in this matter.

If you need any further information concerning this matter, please contact our office.

Yours very truly,

KAMENSKY & RUBINSTEIN

Christina L. Garcia  
Legal Assistant

/CLG  
Enclosures

cc: Louis Fernandez, M.D.  
Victoria Zimmelis, C.P.A.  
Marvin Kamensky, Esq.

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