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FROM: Rappel and Rappel, P.A.

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## BASIC AMENDMENT

INDIAN RIVER COUNTY MEDICAL SOCIETY, INC.

|                       |         |
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| Certificate of Status | 1       |
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
INDIAN RIVER COUNTY MEDICAL SOCIETY, INC.**

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The undersigned subscriber to these Amended and Restated Articles of Incorporation, being 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 forms a Nonprofit Corporation, pursuant to the provisions of Florida Statutes Section 617.

**ARTICLE I**

The name of the nonprofit corporation shall be INDIAN RIVER COUNTY MEDICAL SOCIETY, INC. (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

**ARTICLE II**

The place in this State where the principal office of the Corporation is to be located is 787 - 37<sup>th</sup> Street, Suite E160, Vero Beach, Florida 32960.

The mailing address for the Corporation is Post Office Box 573, Vero Beach, Florida 32961.

**ARTICLE III**

The objects and purposes of this Nonprofit Corporation and the powers which it may exercise are as follows:

1. The purposes of the Society as stated in the Articles of Incorporation is to unite the medical profession of Indian River County, Florida, for the cultivation and advancement of the medical sciences; the promotion of Public Health and Hygiene; to elevate the standards of medical education; to promote friendly relations among doctors of medicine and doctors of osteopathy and to guard and foster their material interests; to educating the community concerning the commitment of physicians to their patients, and to merit the community's respect and confidence.

**ARTICLE IV**

The Corporation will have members.

**ARTICLE V**

The number of directors constituting the Board of Directors is five (5) and the names and addresses of the persons who are the initial Board of Directors of the Corporation are as follows:

| <u>NAME</u>        | <u>ADDRESS</u>                                                         |
|--------------------|------------------------------------------------------------------------|
| Marc C. Rose, M.D. | 787 - 37 <sup>th</sup> Street, Suite E200<br>Vero Beach, Florida 32960 |

Robert Rappel, DQ, Esq.  
1515 Indian River Boulevard, Suite A210  
Vero Beach, Florida 32960  
772.778.8885/Fax 772.778.8883  
Florida Bar No.:0015156

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Theodore G. Perry, M.D.

3755 Seventh Terrace, Suite 204  
Vero Beach, Florida 32960

Randall deb. Bertolotto, M.D.

3740 - 20<sup>th</sup> Street, Suite B  
Vero Beach, Florida 32960

Jane Henderson, M.D.

7935 Bay Street  
Sebastian, Florida 32958

Joseph P. Crawford, M.D.

1820 - 43<sup>rd</sup> Avenue, Suite One  
Vero Beach, Florida 32960

The number of directors constituting the board of directors of the corporation hereafter shall be five (5) and a change in the number of directors shall be made only by amendment to the Bylaws.

#### ARTICLE VI

The members of the board of directors shall hold office until the next annual meeting of the directors and until their successors shall have been elected and qualified. Thereafter, the directors of the Nonprofit Corporation shall be elected in the manner and for the term specified in the bylaws of the Nonprofit Corporation.

#### ARTICLE VII

Any member of the board of directors may be removed from office, with or without cause, by a majority vote of the directors of the Nonprofit Corporation.

#### ARTICLE VIII

No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Nonprofit Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Nonprofit Corporation shall not carry on any other activities not permitted to be carried on (a) by a nonprofit corporation exempt from federal income tax under Section 501(c)(10) of the Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by a nonprofit corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE IX

Upon the dissolution of the Nonprofit Corporation, assets shall be distributed for one (1) or more exempt purposes within the meaning of Section 501(c)(10) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Nonprofit Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Robert Rappel, DO, Esq.  
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**ARTICLE X**

The address of the registered office of the Nonprofit Corporation is 1515 Indian River Boulevard, Suite A210, Vero Beach, Florida 32960 and the name of its registered agent at such address is DEC Consultants, Inc.

**ARTICLE XI**

The Nonprofit Corporation will not engage in any act of self-dealing as defined in Section 4941 of the Code, or corresponding section of any future federal tax code.

**ARTICLE XII**

The Nonprofit Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

**ARTICLE XIII**

The Nonprofit Corporation will not retain any excess business holdings as defined in Section 4943 of the Code, or corresponding section of any future federal tax code.

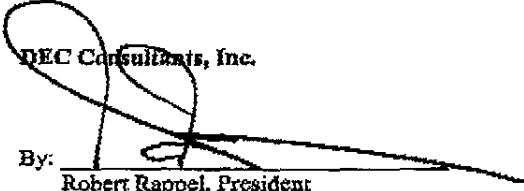
**ARTICLE XIV**

The Nonprofit Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code.

**ARTICLE XV**

The Nonprofit Corporation will not engage in any act that will jeopardize the Nonprofit Corporation's status as a public foundation under the Code.

IN WITNESS WHEREOF, the undersigned, the Incorporator, has executed these Articles of Incorporation this 26<sup>th</sup> day of April 2004.

  
DEC Consultants, Inc.

By: \_\_\_\_\_  
Robert Rappel, President

Robert Rappel, DO, Esq.  
1515 Indian River Boulevard, Suite A210  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Indian River County Medical Society, Inc., organized under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named DEC Consultants, Inc., located at: 1515 Indian River Boulevard, Suite A210, Vero Beach, FL 32960, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

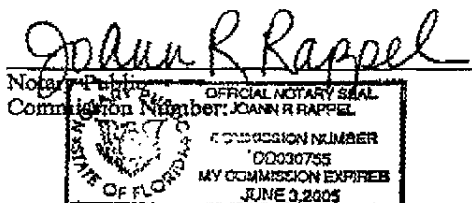
Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DEC Consultants, Inc.

Robert Rappel, President

STATE OF FLORIDA       )  
                                      )  
COUNTY OF INDIAN RIVER   )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of April 2004, by Robert Rappel, who is personally known to me and who did not take an oath.



Robert Rappel, DO, Esq.  
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