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FLORIDA PROFIT CORPORATION OR P.A.

Carl D. Zollicoffer, M.D., P.A.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

CARL D. ZOLLICOFFER, M.D., P.A.

10-24-02

FILED
OCT 28 PM 3:57
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

The undersigned subscriber to these 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 Professional Service Corporation, pursuant to the provisions of Florida Statutes Section 621 in conjunction with Florida Statutes Section 607, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is:

CARL D. ZOLLICOFFER, M.D., P.A.

ARTICLE II-PRINCIPAL OFFICE

The principal office address and the mailing address of the Corporation are: 5071 N.W. Erskine Terrace, Port St. Lucie, Florida 34983.

ARTICLE III - NATURE OF PROFESSIONAL SERVICE

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

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed 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 or otherwise legally authorized to render such professional services under the laws of the State of Florida.
- (b) To buy, sell, deal in and exchange shares of its own capital stock, except that the Corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional medical services within the State of Florida. No stockholder of this Corporation shall enter into a voting trust agreement or any other type of such agreement vesting another person with the authority to exercise the voting right and power of any or all of his stock.
- (c) 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; and (6) other retirement or incentive compensation plans whether non-qualified or qualified by the Internal Revenue Service.
- (d) At the option of the Corporation, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchases; provided, however, that the capital of the Corporation is not impaired.

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- (e) 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 services.
- (f) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation, or any amendment hereto, and to do any act necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, firms, partnerships, artificial entities, or individuals to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.
- (g) The Corporation shall have all the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

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 (1000) shares of common stock, having a nominal or par value of \$.001 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence on October 24, 2002 and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE VI - PRINCIPAL ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is: 5071 N.W. Erskine Terrace, Port St. Lucie, Florida 34983 and the street address of the Initial Registered Agent's office of this Corporation is: 5070 Highway A1A, North, Suite 221, Vero Beach, Florida 32963. The name of the initial registered agent of this Corporation at that address is DEC Consultants, Inc.

ARTICLE VII - DIRECTORS

Its Board of Directors shall manage the business of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one. This Corporation shall have one director initially. The name and address of the initial director of this Corporation is:

NAME

Carl D. Zollicoffer, M.D.

ADDRESS5071 Erskine Terrace
Port St. Lucie, Florida 34983

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ARTICLE VIII - SUBSCRIBER AND INCORPORATOR

The name and street address of Subscriber same being a doctor of medicine, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefore is:

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Carl D. Zollicoffer, M.D. 5071 Erskine Terrace Port St. Lucie, Florida 34983	333.3	\$0.33

The name and street address of Incorporator is:

NAME AND ADDRESS
DEC Consultants, Inc.
5070 Highway A1A, North, Suite 221
Vero Beach, Florida 32963

ARTICLE IX - INDEMNIFICATION

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of 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 X - 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 or more of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested.

ARTICLE XI - STOCK RESTRICTIONS

None of the capital stock of this Corporation shall be issued to any person who is not duly licensed to practice medicine in the State of Florida; nor may any Shareholder of this Corporation enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the

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Florida Bar No.: 0015156

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voting power of any or all of his stock. Any Shareholder of this Corporation who is legally disqualified to render professional services incident to practice medicine within this state shall become obligated to divest himself of such stock in the Corporation in the manner provided by the Bylaws of this Corporation. The Shareholders of this 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 its Shareholders. No Shareholder of this Corporation may sell or transfer his 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 that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the Shareholders.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Florida Statutes Section 621.13. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders 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.

ARTICLE XIII - BYLAWS

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

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER OR CONSOLIDATION

Approval of the Shareholders of this 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 Corporation organized under Florida Statutes Section 621 to render the professional services to be rendered hereunder; merger or consolidation with a foreign corporation is strictly prohibited.

ARTICLE XV - I.R.C. SECTION 1244 STOCK

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

IN WITNESS WHEREOF, the undersigned, the Incorporator, has executed these Articles of Incorporation this 25th day of October 2002.

DEC Consultants, Inc.

By: 

Robert Rappel, President

Robert Rappel, DO, Esq.
RAPPEL & RAPPEL, P.A.
5070 Highway A1A, North, Suite 221
Vero Beach, Florida 32963
561.231.7223/Fax 561.231.8824
Florida Bar No.: 0015156

Fax Audit No: HD2000217686

**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 CARL D. ZOLLIFFER, M.D., P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Port St. Lucie, County of St. Lucie, State of Florida, has named DEC Consultants, Inc., located at: 5070 Highway A1A, North, Suite 221, Vero Beach, FL 32963, 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.

By: 
Robert Rappel, President

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

The foregoing instrument was acknowledged before me this 25th day of October 2002, by Robert Rappel, who is personally known to me and who did not take an oath.


Notary Public
Susan Canthers
Commission Number:
My Commission CC975844
Expires October 17, 2004

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STATE OF FLORIDA
HALL COUNTY CLERK

FILED

s:\clients\zollicoff\carl zollicoff, m.d., p.a\corporate documents\articles of incorporation 102502.doc

Robert Rappel, DO, Esq.
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