

MAR-24-2011 (WED) 15:28

William J. Fuller, III

FAX) 313 890

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
RICHARD W. GOLUB, M.D., P.A.

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ARTICLES OF INCORPORATIONOFRICHARD W. GOLUB, M.D., P.A.

The undersigned, for the purpose of forming a professional service corporation in accordance with the laws of the State of Florida, does hereby adopt the following articles of incorporation:

ARTICLE INAME OF CORPORATION

The name of the corporation is RICHARD W. GOLUB, M.D., P.A.

ARTICLE IIDURATION OF CORPORATION

The duration of this corporation is perpetual, commencing on the date these articles are filed by the Secretary of State.

ARTICLE IIIPURPOSE OF CORPORATION

The corporation is organized for the purpose of engaging in the practice of medicine and for transacting any or all lawful business.

ARTICLE IVCAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. Every shareholder of this corporation shall be duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

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ARTICLE V

INCORPORATOR

The name and address of the person signing these articles of incorporation is:

William J. Fuller, III, 423 Burns Court, Sarasota, Florida 34236.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 423 Burns Court, Sarasota, Florida 34236, and the name of its initial registered agent at the address is William J. Fuller, III.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director is Richard W. Golub, M.D., 3333 Cattlemen Road, Suite 206, Sarasota, Florida 34232.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or employee of the corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith

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or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation. With respect to any criminal action or proceeding, indemnification shall be made only if the director, officer or employee had no reasonable cause to believe his or her conduct was unlawful.

In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct.

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued and outstanding common shares.

ARTICLE X

POWER TO CHANGE BYLAWS

The power to make, alter, amend, and repeal the bylaws of the corporation shall be reserved to the shareholders of the corporation.

ARTICLE XI

MAILING ADDRESS OF CORPORATION

The mailing address of the corporation and of its principal office is: 3333 Cattlemen Road, Suite 206, Sarasota, Florida 34232.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation this March 24, 2010.



WILLIAM J. FULLER, III

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William J. Fuller, III

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CONSENT TO BE REGISTERED AGENT

Following is the name and address of the initial registered agent of the corporation RICHARD W. GOLUB, M.D., P.A., who hereby consents to said designation:

William J. Fuller, III
423 Burns Court
Sarasota, Florida 34236.



WILLIAM J. FULLER, III

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