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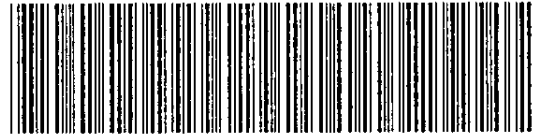
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RECEIVED  
10 DEC 15 AM 10:49  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2010 DEC 15 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch DEC 16 2010



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE: 610374 9666A

AUTHORIZATION: *Kimberly Moret*

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 2010

ORDER TIME : 9:41 AM

ORDER NO. : 610374-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: Ocala Renal Group P.A.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

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2010 DEC 15 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
OCALA RENAL GROUP P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice medicine in the State of Florida, executes and files these Articles with the intention of forming a professional Corporation in accordance with the *Florida Professional Service Corporation and Limited Liability Company Act*, and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE 1.**

**1.01 Name and Address.** The name of the Corporation is **OCALA RENAL GROUP P.A.**, and the mailing address of the Corporation is 2980 SE 3<sup>rd</sup> Court, Ocala, FL 34471. The address of the Corporation's principal office is 2980 SE 3<sup>rd</sup> Court, Ocala, FL 34471.

**ARTICLE 2.**

**2.01 Duration.** The period of duration of the Corporation is perpetual.

**ARTICLE 3.**

**3.01 Purpose.** The purpose of the Corporation is to practice the profession of medicine. The sole and exclusive professional services to be rendered by the Corporation are medical services.

**3.02 Corporate Powers.** The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

**3.03 Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and

ARTICLES OF INCORPORATION  
FOR  
OCALA RENAL GROUP P.A.

*Page 2 of 5*

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exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

**ARTICLE 4.**

**4.01 Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

**4.02 Number of Authorized Shares.** The aggregate number of shares that the Corporation shall have authority to issue is 10,000 shares of common stock with par value of \$1.00 per share.

**4.03 Pre-Emptive Right.** The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**4.04 Shares in Classes.** The shares of the Corporation shall initially be in a single class. Upon vote of a majority of the shareholders the shares of the Corporation may be divided into voting and non-voting shares. Otherwise, there will be no classes of shares of the Corporation.

**ARTICLE 5.**

**5.01 Cumulative Voting.** At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except

ARTICLES OF INCORPORATION  
FOR  
OCALA RENAL GROUP P.A.

*Page 3 of 5*

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for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

**ARTICLE 6.**

**6.01 Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

**6.02 Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLES OF INCORPORATION  
FOR  
OCALA RENAL GROUP P.A.

Page 4 of 5

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**6.03 Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**6.04 Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

**6.05 Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

**ARTICLE 7.**

**7.01 Organizing Director.** The initial Board of Directors shall consist of seven (7) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
SURESH LAKSHMINARAYANAN	4220 SW 20 <sup>th</sup> Avenue, Ocala, FL 34474
HAROLD R. LOCAY	2980 SE 3 <sup>rd</sup> Court, Ocala, FL 34471
MELVIN SEEK	2980 SE 3 <sup>rd</sup> Court, Ocala, FL 34471
IZUCHUKWU E. NWAKOBY	2980 SE 3 <sup>rd</sup> Court, Ocala, FL 34471
TIMOTHY W. ROGERS	2980 SE 3 <sup>rd</sup> Court, Ocala, FL 34471
BAUDOUIN LECLERCQ	2980 SE 3 <sup>rd</sup> Court, Ocala, FL 34471
MAHESH K. VAGHELA	2980 SE 3 <sup>rd</sup> Court, Ocala, FL 34471

ARTICLES OF INCORPORATION  
FOR  
OCALA RENAL GROUP P.A.

Page 5 of 5

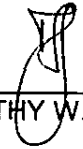
ARTICLE 8.

**8.01 Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is TIMOTHY W. ROGERS, whose mailing address is 2980 SE 3<sup>rd</sup> Court, Ocala, FL 34471.

ARTICLE 9.

**9.01 Incorporator.** The name and address of the person signing these Articles is TIMOTHY W. ROGERS, whose mailing address is 2980 SE 3<sup>rd</sup> Court, Ocala, FL 34471.


**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles this 14 day of December, 2010.

  
TIMOTHY W. ROGERS

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared TIMOTHY W. ROGERS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 14 day of December, 2010.

NOTARY PUBLIC-STATE OF FLORIDA  
 Lana C. Rounsaville  
Commission # EE32202  
Expires: OCT. 14, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.

  
Print Name: LANA C. ROUNSAVILLE

**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

TIMOTHY W. ROGERS, whose address is 2980 SE 3<sup>rd</sup> Court, Ocala, FL 34471, is the initial registered agent named in the Articles of Incorporation to accept service of process for **OCALA RENAL GROUP P.A.**, a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 14<sup>th</sup> of December, 2010.

  
\_\_\_\_\_  
TIMOTHY W. ROGERS

FILED  
2010 DEC 15 PM 3:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA