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Account Number : I20050000052  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Brevard Pathology Services, P.A.**

Certificate of Status	0
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T. SCOTT

14 DEC 11 PM 1:59  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BREVARD PATHOLOGY SERVICES, P.A.**

The undersigned Incorporator, for the purpose of forming a Florida professional corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the Corporation is Brevard Pathology Services, P.A.

**ARTICLE II**  
**Purpose**

The purpose for which the Corporation is formed is to render professional medical services, and it shall not engage in any business other than the rendering of professional medical services; provided, however, it may invest its funds in real estate mortgages, stocks, bonds or any other type of investment and may own real or personal property necessary or appropriate for rendering its professional medical service, and it shall have the capacity to act possessed by natural persons in dealing with its investments and its real and personal property used in rendering its professional medical service.

**ARTICLE III**  
**Term of Existence**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV**  
**Principal Office and Registered Agent**

The address of the principal office of the Corporation is 2080 South River Road, Melbourne Beach, Florida 32951. The name and address of the Corporation's registered agent is Charles H. Chodorow, D.O., 2080 South River Road, Melbourne Beach, Florida 32951.

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BREVARD COUNTY  
CLERK OF CIRCUIT COURT  
JANET L. HARRIS  
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**ARTICLE V**  
**Amount of Capital Stock**

The total number of shares into which the authorized capital stock of the Corporation is divided is Five Hundred (500) shares, consisting of Five Hundred (500) common shares without par value.

**ARTICLE VI**  
**Terms of Capital Stock**

**Section 1 – Voting Rights.** Each share of capital stock issued shall have one (1) vote at all meetings of the stockholders of the Corporation.

**Section 2 – Restrictions on Issue and Transfer of Capital Stock.** The capital stock of the Corporation may be issued or transferred only to individuals who hold an unlimited license to practice medicine in the State of Florida, who are approved as shareholders of the Corporation by the existing shareholders of the Corporation, and who have executed an employment agreement with the Corporation and remain employed by the Corporation. In addition, no shares of stock in this Corporation may be transferred to an individual without the prior approval of all of the existing shareholders of the Corporation.

**ARTICLE VII**  
**Voting Rights of Capital Stock**

**Section 1 – Voting Rights.** Each share of stock issued shall have one (1) vote at all meetings of the stockholders of the Corporation.

**Section 2 – Limitation on Voting Rights.** No holder of the capital stock of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his shares issued under this Charter.

**ARTICLE VIII**  
**Incorporator**

The name and address of the Incorporator is Charles H. Chodorow, D.O., 2080 South River Road, Melbourne Beach, Florida 32951.

**ARTICLE IX**  
**Data Respecting Directors**

**Section 1 – Number.** The number of Directors shall equal the number of shareholders of the Corporation.

**Section 2 – Qualifications.** Directors must be shareholders of the Corporation. All directors shall be of lawful age and shall hold an unlimited license to practice medicine in the State of Florida. No individual may serve as a Director if he or she has been convicted of a criminal offense related to health care or if he or she is or has been debarred, excluded, sanctioned or otherwise made ineligible for participation in any health care program by any federal or state agency.

**ARTICLE X**  
**Provisions for Regulation and Conduct of Professional**  
**Practice and Conduct of Business Affairs of Corporation**

**Section 1 – Professional Regulation.** The Corporation and all of its shareholders, directors, officers, employees and agents rendering medical service or engaged in the practice of medicine on behalf of the Corporation shall be subject to all the laws, rules and regulations applicable to an individual engaged in the practice of medicine in the State of Florida.

**Section 2 – Prohibited Acts.** The Corporation may not do any act which is prohibited to be done by an individual licensed to practice medicine in the State of Florida.

**Section 3 – Professional Relationship.** The Corporation and its employees shall not engage in any activity which would alter or modify the relationship between a person furnishing professional medical service and a person receiving such medical service.

**Section 4 – Professional Services.** The professional medical services to be rendered by the Corporation shall be rendered only through directors, officers, employees and agents who are individuals and who hold an unlimited license to practice medicine in the State of Florida.

**Section 5 – Termination of Relationship with Corporation.** If any director, officer, shareholder, agent or employee of the Corporation becomes legally disqualified to render professional medical service within the State of Florida; if he or she engages in any activity which under existing law is a restriction or limitation upon his rendering of medical professional service; if he or she has been convicted of a criminal offense related to health care; or if he or she is or has been debarred, excluded, sanctioned or otherwise made ineligible for participation in any health care program by any federal or state agency, the Corporation shall cause such individual to sever all employment with it and to terminate all financial interest in the Corporation.

**Section 6 – By-Laws of Corporation.** The Board of Directors of the Corporation is hereby specifically authorized to adopt such By-Laws for the purpose of regulating the conduct of the business affairs of the Corporation as the Board from time to time shall deem appropriate.

**Section 7 – Death or Disqualification of Shareholder.** The By-Laws may provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder, or the shareholder and the Corporation by private agreement may provide for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder. In the absence of a provision for a redemption either in the By-Laws or by private agreement among the shareholder and the Corporation, the Corporation shall purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares in such Corporation (i.e., by reason of termination of employment, failure to meet the criteria of Article VI, Section 2, or pursuant to Article XII, Section 5) within ninety (90) days after the death of the shareholder or disqualification of the shareholder, as the case may be. The price for such shares shall be the average monthly book value for the 12-month period immediately preceding the death or disqualification of the shareholder.

EXECUTED this 4<sup>th</sup> day of December, 2014.

Charles H. Chodorow  
Charles H. Chodorow, D.O., Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for Brevard Pathology Services, P.A., at the place designated in foregoing Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

EXECUTED this 4<sup>th</sup> day of December, 2014.

Charles H. Chodorow  
Charles H. Chodorow, D.O.

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