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FLORIDA PROFIT/NON PROFIT CORPORATION
LINDA JO RICE, M.D., P.A.

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

OF

LINDA JO RICE, M.D., P.A.

The undersigned, as incorporator, forms a Professional Service Corporation within the meaning of Florida Statutes, Chapter 621, and the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **LINDA JO RICE, M.D., P.A.**

ARTICLE II.

EFFECTIVE DATE OF ARTICLES

This Corporation shall have perpetual existence commencing upon filing.

ARTICLE III.

NATURE OF PROFESSIONAL BUSINESS

- A. The Corporation is organized, and shall be operated, to render "professional services" within the meaning of Florida Statutes, Chapter 621, in the practice of medicine and each of its sub-specialties as carried on by persons licensed in, or otherwise legally authorized to engage in, such practice in this State.
- B. The Corporation shall render its professional services only through its officers, agents and employees who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE IV.

CAPITAL STOCK

- A. This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

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- B. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges.
- C. Shares of the Corporation's stock and stock certificates shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.

ARTICLE V.

LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

- A. Except as provided in section D of this Article IX, if a shareholder of the corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services (each a **Disqualification Event**), that person (the **Disqualified Shareholder**) shall sever all employment with, and financial interests in, the corporation forthwith. In the event a shareholder of the corporation becomes a Disqualified Shareholder, the Disqualified Shareholder's shares in the corporation are redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event, the shares held by the Disqualified Shareholder shall not be considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder shall not be entitled to vote or participate in any corporate or shareholder action and shall cease to be an employee, officer, director, and/or shareholder of the corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement shall be to receive the Redemption Price for those redeemed shares (the **Redeemed Shares**). All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to the provisions of this Article IX.
- B. The Redemption Price for the Redeemed Shares shall be as set forth in the Bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.
- C. The Redemption Price for the Redeemed Shares shall be paid in accordance with the provisions of the applicable Bylaw or shareholders' agreement, if any, and if not, shall be paid in cash within thirty (30) days

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after the corporation first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by arbitration if submitted to arbitration.

- D. Section A of this Article IX shall not apply if the sole shareholder of this corporation becomes a Disqualified Shareholder. In such event, the corporation shall promptly amend these articles of incorporation or take such other legal action as shall be necessary or appropriate to cause the corporation to change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Linda Jo Rice, M.D.

Address: 1139 42nd Avenue North, St. Petersburg, FL 33703

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name: Linda Jo Rice, M.D.

Address: 1139 42nd Avenue North, St. Petersburg, FL 33703

ARTICLE VIII.

PRINCIPAL OFFICE

The principal address of this Corporation is:


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Address: 1139 42nd Avenue North, St. Petersburg, FL 33703

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this __ day of January 2015, for the purpose of organizing this Corporation under the laws of the State of Florida.


Linda Jo Rice, M.D.

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 provision of said Act relative to keeping open said office.


Linda Jo Rice, M.D.

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