

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****OrthoStem Institute, P.A.**

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December 31, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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**ARTICLES OF INCORPORATION  
OF  
ORTHOSTEM INSTITUTE, P.A.**

The undersigned incorporator to these articles of incorporation hereby forms a professional service corporation (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: OrthoStem Institute, P.A. The principal place of business and mailing address are: 3830 Tampa Road, Suite 300, Palm Harbor, FL 34684.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated for the sole and specific purpose of rendering professional medical services.

**ARTICLE IV**

**Authorized Shares**

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock without par value. None of the shares of the Corporation may be issued to anyone other than other professional corporations, professional limited liability companies, or individuals who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

**ARTICLE V**

**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 3830 Tampa Road, Suite 300, Palm Harbor, FL 34684, and the name of its initial registered agent at such address is Robert Dean.

**ARTICLE VI****Directors**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

**Name****Address**

Robert Dean

3830 Tampa Road  
Suite 300  
Palm Harbor, FL 34684**ARTICLE VII****Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

**Name****Address**

Robert Dean

3830 Tampa Road  
Suite 300  
Palm Harbor, FL 34684**ARTICLE VIII****Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Indemnification**

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29<sup>th</sup> day of December 2015.


  
\_\_\_\_\_  
Robert Dean, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 29<sup>th</sup> day of December 2015.

Registered Agent

  
Robert Dean

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