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FLORIDA PROFIT/NON PROFIT CORPORATION

Toby Marshall, M.D., P.A.

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ARTICLES OF INCORPORATION

OF

TOBY MARSHALL, M.D., P.A.

A Florida Professional Service Corporation

The undersigned natural person, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Business Corporation Act, and Chapter 621, Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of the corporation is **TOBY MARSHALL, M.D., P.A.** The principal office and mailing address of the corporation is 1890 LPGA Blvd., Daytona Beach, FL 32117.

ARTICLE II PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a) To engage in the practice of medicine, and all of its fields of specialty, with such professional services being provided only through its officers, agents, independent contractors, and employees, who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

b) To engage in no business other than the rendition of the professional services specified herein.

c) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK

a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be **One Hundred (100)** shares of common stock with a par value of **One Dollar (\$1.00)** per share.

b) Each share of common stock in the corporation shall be entitled to one vote.

c) The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

d) Shares in the corporation's stock shall be issued only to TOBY MARSHALL, M.D., in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as the corporation.

e) All shareholders shall have preemptive rights in future stock sales by the corporation.

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ARTICLE IV DURATION

The corporation shall have perpetual existence, commencing upon execution of these Articles.

ARTICLE V INITIAL REGISTERED AGENT

The name and address of the corporation's initial Registered Agent is P & D Management, LLC, a Florida limited liability company, 1655 N. Clyde Morris Blvd., Ste. 1, Daytona Beach, FL 32117.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator is TOBY MARSHALL, M.D., 1890 LPGA Blvd., Daytona Beach, FL 32117.

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors consisting of ~~one (1)~~ ^{two (2)} person. The number of Directors may be increased or decreased from time to time by a resolution of a majority of the shareholders, but shall never be less than one (1). The name and address of the initial Director of the corporation is TOBY MARSHALL, M.D.

ARTICLE VIII INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, Shareholder, agent or employee of the corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such professional services, then he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation or other shareholders shall forthwith, upon such disqualification of any Shareholder, purchase such Shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken, or to be taken, by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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**ARTICLE XI
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII
BYLAW AMENDMENT**

The power to adopt, alter, amend, or repeal the bylaws of the corporation shall be vested in the Board of Directors and shareholders, provided such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

**ARTICLE XIII
EFFECTIVE DATE**

The effective date of the corporation shall be May 1, 2022.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on the 1 day of May, 2022.

Toby Marshall, M.D.

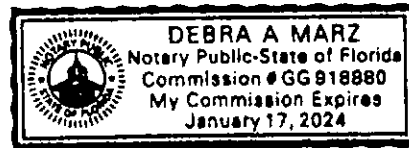
STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to (or affirmed) and subscribed before me by means of ☐ physical presence or ☐ online notarization, this 20th day of May, 2022, by Toby Marshall, who ☐ is personally known to me or has produced a ☐ Florida driver license, or a ☐ (other) _____ as identification.

Debra A. Marz
Notary Public

(Printed Name)

My Commission Expires:



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REGISTERED AGENT DESIGNATION

Having been named as Registered Agent for the above-styled corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes and under Chapter 621, Florida Statutes.

P & D Management, LLC, a Florida limited liability company



Michael A. Pyle, Manager

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