

**P98000013631**  
**TRANSMITTAL LETTER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:47

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500002426995--8  
-02/10/98--01081--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: James C. Padula, D.O., P.A.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Shelowitz & Mills, P.A.  
Name (printed or typed)

10 Fairway Drive, Suite 220  
Address

Deerfield Beach, FL 33441  
City, State & Zip

(954) 571-9990  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
JAMES C. PADULA, D.O., P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:47

The undersigned subscribers to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation is JAMES C. PADULA, D.O., P.A.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office and mailing address of this corporation are 1760 E Linton Lakes Drive, Delray Beach, Florida 33445.

**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine and any other legal business activity. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 1760 E Linton Lakes Drive, Delray Beach, Florida 33445. The name of the initial registered agent at

that address is James C. Padula.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The names and addresses of the members of the first board of directors are:

Name	Address
JAMES C. PADULA	1760 E Linton Lakes Drive, Delray Beach, Florida 33445

#### **ARTICLE VIII. SUBSCRIBERS**

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) is(are):

Name	Address
JAMES C. PADULA	1706 E Linton Lakes Drive, Delray Beach, Florida 33445


#### **ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

## ARTICLE X. AMENDMENT

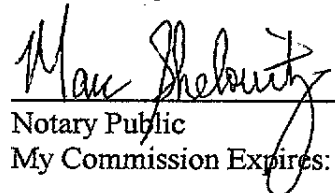
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

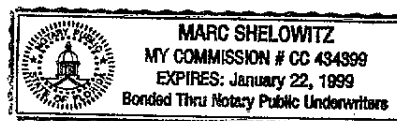
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on February 9, 1998:

  
JAMES C. PADULA

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing articles of incorporation were acknowledged before me on February 9, 1998, by JAMES C. PADULA.

  
Notary Public  
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 10 AM 11:47

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: James C. Padula, D.O., P.A.

2. The name and address of the registered agent and office is:

James C. Padula  
(Name)

1760 E Linton Lakes Drive  
(P.O. Box not acceptable)

Delray Beach, Florida 33445  
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James C. Padula  
(Signature)

2/9/98  
(Date)