### HARRY A. JONES ATTORNEY AT LAW

HARBOR TOWNE

11 A. MAX BREWER PARKWAY

TITUSVILLE, FLORIDA 32796

July 28, 1998

P.O. BOX 6447 TITUSVILLE, FLORIDA 32782-6447 (407) 264-0334 FAX: (407) 269-6840

P9800068/40

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32301

300002603973--2 -07/31/38--01049--011 \*\*\*\*\*\*70.00 \*\*\*\*\*\*70.00

Re: JAYESH V. PATEL, D.O., P.A.

Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Harry A. Jones

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Enc.

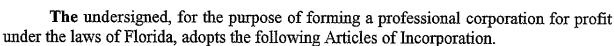
cc: Mr. Lauren Pahmeier Jayesh V. Patel, D.O.

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#### ARTICLES OF INCORPORATION

#### **OF**

### JAYESH V. PATEL, D.O., P.A.



### Article I Name

Section 1.1. Name. The name of this Professional Corporation is JAYESH V. PATEL, D.O., P.A. and the address of the principal place of business is 1785 Garden Street Titusville, FL 32796.

### Article 11 Duration

Section 2.1. Duration. This Professional Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

# Article III Purpose

Section 3. 1 Purposes. This Professional Corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This Professional Corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not



engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

# Article IV Capital Stock

Section 4. 1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 500 shares having One Dollar (\$1.00) par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

<u>Section 4.2. Restrictions on Transfer of Stock.</u> The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

# Article V Initial Registered Office and Agent

Section 5. 1. Name and. Address. The street address of the initial registered office of this professional corporation is 1785 Garden Street, Titusville, FL 32796, and the name of the initial registered agent of this corporation at that address is JAYESH V. PATEL, D.O.

### Article VI <u>Directors</u>

Section 6.1. Number. This Professional Corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

<u>Section 6.2. Initial Director</u>. The name and street address of the member of the first board of directors of this Professional Corporation, who is licensed to practice medicine in the State of Florida, is:

<u>Name</u>

**Address** 

Jayesh V. Patel, D.O.

1785 Garden Street Titusville, FL 32796

<u>Section 6.3. Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

### Article VII Bylaws

Section 7. 1. Bylaws. The initial bylaws of this Professional Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

### Article VIII Incorporator

Section 8. 1. Name and Address. The name and street address of the incorporator of this Professional Corporation, who is licensed to practice medicine in the State of Florida, is:

Jayesh V. Patel, D.O..

1785 Garden Street Titusville, FL 32796

## Article IX Amendment

Section 9. 1. Amendment. This Professional Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than sixty-six and sixty-six one-hundredth percent (66.66 %) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

## Article X **Dissolution**

Section 10. 1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least sixty-six and sixty-six one-hundredth (66.66%) percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

participate in the distribution in direct pr	roportion to the number of shares held by him.
IN WITNESS WHEREOF, the inday of July 1998.	ncorporator has executed these Articles the 21
	Jayesh V. Callo.
STATE OF MICHIGAN COUNTY OF <u>Cakland</u>	· · · ·=
The foregoing instrument was ac D.O., this 25 day of July identification Drivers Lice	cknowledged before me by JAYESH V. PATEL,
	Notary Public  NOTARY PUBLIC - CANCARD COUNTY, M.  MY COMMISSION EXPIRES THE 488



# Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

> JAMKE D. LEE NOTARY PLEAS - OLUMBAND COUNTY, M

NOTARY PLECIC - OLYLAND COLUNTY, M MY OCHRESSION EXPIRES TIEMES

### **ACCEPTANCE**

I hereby agree to act as registered agent for JAYESH V. PATEL, D.O., P.A., as stated in the Articles of Incorporation of said Corporation.

Jayesh V. Patel. D.O.
JAYESH V. PATEL, D.O.