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Rockledge, FL 32955

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(407) 632-2089/FAX

**P98000106583**

December 17, 1998

Florida Department of State  
Division of Corporations  
ATTN: Martha Brim, New Filings Section  
P. O. Box 6327  
Tallahassee, FL 32314

800002717819--4  
-12/21/98--01104--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

**EFFECTIVE DATE**  
**1-1-99**

Re: GEORGE IDICULLA, M.D., P.A.

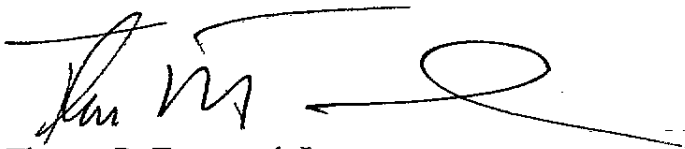
Dear Miss Brim:

Enclosed please find the original and one copy of the Articles of Incorporation for GEORGE IDICULLA, M.D., P.A., and my check # 0883 in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please note this corporation has a delayed effective date of January 1, 1999 and after filing, return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Sincerely,



Thomas R. Townsend, Jr.  
Attorney at Law

TRT/ct

Enclosures

cc: Dr. Idiculla

**FILED**  
98 DEC 21 AM 8:31  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajk  
6/24

# ARTICLES OF INCORPORATION

(Medical Professional Corporation)

OF

**GEORGE IDICULLA, M.D., P.A.**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice medicine and surgery under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, *Florida Statutes* Chapter 621, and other applicable laws of the State of Florida.

**EFFECTIVE DATE**  
1-1-99

## ARTICLE I - NAME

The name of the professional service corporation is: **GEORGE IDICULLA, M.D., P.A.**

## ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation in the State of Florida is:

**1059 Jacaranda Circle, Rockledge, FL 32955**

## ARTICLE III - PURPOSE AND POWERS

This professional service corporation is organized for the following purposes:

- a. To engage in the practice of medicine as a medical professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

#### **ARTICLE IV - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on January 1, 1999. The Articles of Incorporation shall be filed with the Florida Department of State.

#### **ARTICLE V - CAPITAL STOCK**

The capital stock of the professional service corporation shall be Five Thousand (5,000) shares of common stock having a par value of one dollar (\$1.00) per share. None of the shares of this professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine and/or surgery in the State of Florida.

#### **ARTICLE VI- REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is 1059 Jacaranda Circle, Rockledge Florida 32955. The name of the initial registered agent at that address is **GEORGE IDICULLA, M.D.**

#### **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 name and address of the first board of directors are:

**Name**

**Address**

GEORGE IDICULLA, M.D.

1059 Jacaranda Circle  
Rockledge, FL 32955

number of directors constituting the entire board shall not be fewer than one (1), and subject to such minimum may be increased from time to time by amendment to the bylaws of the Corporation in a manner not prohibited by law.

**ARTICLE VIII - SUBSCRIBERS**

The name and address of the person signing these articles of incorporation as subscriber is:

**Name**

**Address**

GEORGE IDICULLA, M.D.

1059 Jacaranda Circle  
Rockledge, FL 32955

**ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES**

1. 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.

2. 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 such provisions is plainly noted on the certificate evidencing the ownership of such stock.

3. 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 such sale or transfer may be made only after it has been approved at a shareholder's meeting specially called for that purpose.

4. If any shareholder shall become legally disqualified to practice medicine and/or surgery 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 executed these Articles of Incorporation this 17<sup>th</sup> day of December, 1998.

  
\_\_\_\_\_  
GEORGE IDICULLA, M.D.

#### STATE OF FLORIDA COUNTY OF BREVARD

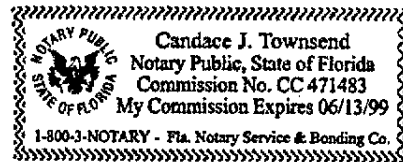
BEFORE ME, THE UNDERSIGNED AUTHORITY, AN OFFICER DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED **GEORGE IDICULLA, M.D.**, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 17<sup>th</sup> DAY OF December, 1998 AT Orissa, FLORIDA.



Notary Public

My commission expires:



**ACCEPTANCE**

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.



GEORGE IDICULLA, M.D. Registered Agent

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TALLAHASSEE, FLORIDA

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FILED