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FLORIDA PROFIT CORPORATION OR P.A.

Susan Bauer O'Toole, M.D., PA

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**ARTICLES OF INCORPORATION
Of
SUSAN BAUER O'TOOLE, M.D., P.A.**

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ARTICLE I - NAME

The name of this corporation is:

SUSAN BAUER O'TOOLE, M.D., P.A.

ARTICLE II- NATURE OF PROFESSIONAL SERVICES

The general nature of the business to be transacted by the Corporation is:

A. To engage in every phase and aspect of the business of rendering professional services to the public that any 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 the officers, employees, and agents who duly are licensed under the laws of the State of Florida to practice medicine.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; and (6) other retirement or incentive compensation plan whether non-qualified or qualified by the Internal Revenue Service.

D. At its option, to purchase and acquire the shares owned and held by any shareholder who dies in accordance with the Bylaws adopted by the Shareholders of the Corporation setting for the terms and conditions of such purchased; provided however, that the capital of the Corporation is not impaired.

E. At its option, to enter into a partnership with other qualified Professional Association(s) and/or individuals duly qualified to practice medicine in the State of Florida.

Robert Rappel, D.O., J.D.
5070 N. Hwy A1A, Suite 221
Vero Beach, Florida 32963
561.231.7223
Florida Bar #0015156

1

Fax Audit No. H99000018989

Fax Audit No. H99000018989

The foregoing paragraphs shall be construed as enumerating both powers and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Professional Service Corporation otherwise permitted by law and includes the powers and purposes to manufacture, design, construct, own, use, but, sell, lease, hire, and deal in and with articles and property of all kinds and render services of all kinds, and to engage in any legal and lawful act or activity for which Professional Service Corporations may be organized under the laws of the State of Florida.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a nominal or par value of \$.001 per share. None of the shares of the Corporation may be issued to any one other than an individual duly licensed to practice medicine in the State of Florida, nor may any Shareholder sell or transfer his shares in this Corporation except to another individual who is duly licensed or otherwise legally authorized to practice medicine as aforesaid.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually and shall commence existence on August 2, 1999 and acknowledgment hereof as provided by Florida Statute 607.0203.

ARTICLE VI

The initial street address of the principal place of business of the Corporation is: 13837 U.S. Highway 1, Sebastian, Florida 32978-0025 and the street address of the Initial Registered Agent's office of this Corporation is: 5070 N. Hwy. A1A, Suite 221, Vero Beach, Florida 32963. The name of the initial registered agent of this Corporation at that address is Robert Rappel, D.O., J.D.

ARTICLE VII- DIRECTORS

This corporation shall have one (1) director initially. The number of directors of this corporation may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never have less than one (1) director. The names and addresses of the

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Fax Audit No. H99000018989

initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Susan Bauer O'Toole, M.D.	536 Banyan Road Vero Beach, Florida 32963

ARTICLE VIII- SUBSCRIBER AND INCORPORATOR

The names and street addresses of Subscribers, same being a doctor of medicine, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock they agree to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Susan Bauer O'Toole, M.D.	536 Banyan Road Vero Beach, Florida 32963	333.3	\$ 3.33

The name and address of the Incorporator to these Articles of Incorporation, is as follows:

Robert Rappel, D.O., J.D.
5070 N. Hwy. A1A, Suite 221
Vero Beach, FL 32963

ARTICLE IX - SPECIAL PROVISIONS

Special provisions for the regulation of this corporation are:

1. Annual meeting of the Stockholders and directors of this corporation shall be fixed by the Bylaws.

2. Any meeting of the Stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by the written consent of all of the Stockholders or directors as the case may be.

3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation, real or personal property of any kind or nature, including accounts receivable, inventories of raw material, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and future

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3

Fax Audit No. H99000018989

Fax Audit No. H99000018989

stockholders of the corporation.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contracts or other transactions between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any of the Directors or Officers of this Corporation is or are interested in, or is a member, shareholder, director or officer, or are members, shareholders, directors, or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this Corporation is a party or are parties to, or interested in, such contract, act or association or corporation; and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XI - INDEMNIFICATION

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such directors or officers or former directors or officers or persons shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceeding a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the

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Fax Audit No. H99000018989

corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any Bylaw, agreements, vote of stockholders, or otherwise.

ARTICLE XII- STOCK RESTRICTIONS

None of the capital stock of this Corporation shall be issued to any person who is not duly licensed to practice medicine in the State of Florida; nor may any Shareholder of this Corporation enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any Shareholder of this Corporation who is legally disqualified to render professional services incident to practice medicine within this state shall become obligated to divest himself of such stock in the Corporation in the manner provided by the Bylaws of this Corporation. The Shareholders of this Corporation shall have the power to include in the Bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its Shareholders or in the event of death of any of its Shareholders. No Shareholder of this Corporation may sell transfer his shares therein except to another individual who is eligible to be a Shareholder of the Corporation, and such sale or transfer may be made only after the same are approved at a Shareholders' Meeting, especially called for such purposes. If any Shareholder shall become legally disqualified to practice medicine in the State of Florida, or be elected or appointed to a public office or accept other employment that places restrictions or limitations upon his continuous rendering of such professional services, such Shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the Shareholders.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIV - BY-LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders.

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Fax Audit No. H99000018989

ARTICLE XV- I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" of the Internal Revenue Service Code of 1986.

**ARTICLE XVI- APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER OR CONSOLIDATION**

Approval of the Shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval be required by law and same shall only, in any event, be with another domestic Professional Corporation organized under Florida Statutes Section 610 to render the professional services to be rendered hereunder, merger or consolidation with a foreign corporation is strictly prohibited.

Witness my hand this 2nd day of August, 1999.

I, the undersigned, being the original subscriber of the foregoing Corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of **SUSAN BAUER O'TOOLE, M.D., P.A.**


ROBERT RAPPEL, D.O., J.D.

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of **SUSAN BAUER O'TOOLE, M.D., P.A.**


ROBERT RAPPEL, D.O., J.D.

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6


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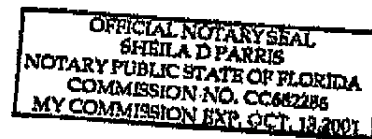
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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 2nd day of August 1999,
by **Robert Rappel**, who is personally known to me and who did (did not) take an oath.



Notary Public



Robert Rappel, D.O., J.D.
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