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FLORIDA PROFIT CORPORATION OR P.A.

RICHARD R. CUNNINGHAM, M.D., P.A.

21021

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**RICHARD R. CUNNINGHAM, D.O., P.A.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and a doctor of medicine, duly licensed to render services as such under the laws of the State of Florida, hereby forms a Professional Service Corporation, pursuant to the provisions of Florida Statutes Section 621 in conjunction with Florida Statutes Section 607.

**ARTICLE I - NAME**

The name of this corporation is:

**RICHARD R. CUNNINGHAM, D. O., P.A.**

**ARTICLE II - NATURE OF PROFESSIONAL SERVICE**

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 officers, employees, and agents who are duly 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 medical 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 plans 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 forth the terms and Conditions of such purchases; 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.

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 or powers of the Professional service corporation otherwise permitted by law and includes the powers and purposes to manufacture, design, construct, own, use, buy, 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**

Robert Rappel, D.O., Esq.  
Rappel & Rappel, P.A.  
5070 N. Hwy. A1A, Suite 221  
Vero Beach, Florida 32963

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The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) 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 anyone 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 September 15, 1999 and acknowledgment hereof as provided by Florida Statute 607.0203.

#### ARTICLE VI - PRINCIPAL ADDRESS OF INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal place of business of the Corporation is: 5070 Highway A1A, North, Suite 221, Vero Beach, FL 32963 and the street address of the Initial Registered Agent's office of this Corporation is: 5070 Highway A1A, North, Suite 221, Vero Beach, FL 32963-1216. The name of the initial registered agent of this Corporation at that address is Robert Rappel, D.O., Esq.

#### ARTICLE VII - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one (1). This Corporation shall initially have one (1) director. The name and address of the initial director of this Corporation is:

NAME

Richard R. Cunningham, D.O.

ADDRESS1565 56<sup>th</sup> Court  
Vero Beach, FL 32966

#### ARTICLE VIII - SUBSCRIBER AND INCORPORATOR

The name and street address of Subscriber 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 he agrees to take, and the value of the consideration therefor is:

NAME AND ADDRESSRichard R. Cunningham, D. O.  
1565 56<sup>th</sup> Court  
Vero Beach, FL 32966SHARES

333.3

CONSIDERATION

\$0.33

INCORPORATORRobert Rappel, D.O., Esq.  
5070 N. Hwy. A1A, Suite 221  
Vero Beach, Florida 32963

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Robert Rappel, D.O., Esq.  
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ARTICLE IX- INDEMNIFICATION

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned; or by any reason of any act or omission to act as such Director or Officer; provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any Director or Officer may be entitled as a matter of law.

ARTICLE X - INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more 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 - 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 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 the death of any of its shareholders. No shareholder of this Corporation may sell or 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 shall be approved at a shareholders' meeting, especially called for such purpose. 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 XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including but not limited to those provisions in Florida Statutes Section 621.13. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

Robert Rappel, D.O., Esq.  
Rappel & Rappel, P.A.  
5070 N. Hwy. A1A, Suite 221  
Vero Beach, Florida 32963

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ARTICLE XIII - BYLAWS

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

ARTICLE XIV - 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 621 to render the professional services to be rendered hereunder; merger or consolidation with a foreign corporation is strictly prohibited.

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" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, ROBERT RAPPEL, D.O., Esq., the Incorporator, has executed these Articles of Incorporation this 13<sup>th</sup> day of September, 1999.

  
ROBERT RAPPEL, D.O., ESQ.

Robert Rappel, D.O., Esq.  
Rappel & Rappel, P.A.  
5070 N. Hwy. A1A, Suite 221  
Vero Beach, Florida 32963

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that RICHARD R. CUNNINGHAM, D.O., P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Vero Beach, County of Indian River, State of Florida, has named Robert Rappel, D.O., Esq., located at: 5070 Highway A1A, North, Suites 221, Vero Beach, FL 32963-1216, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
ROBERT RAPPEL, D.O., ESQ.

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