Secretary of State Articles of Incorporation of a **Professional Corporation** 

ARTS-PC

(Contact the California state board or agency that controls your profession to find out if your profession is

For Office Use Only

-FILED-

File No.: 6473363 Date Filed: 11/20/2024

Filina	Fee	- \$1	100.	.00

Certified Copy Fee (Optional) - \$5.00

Note: Corporations may have to pay a minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to https://www.ftb.ca.gov/.

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1.	Corporate Name	authorized to be a corporation in California and it mere are any specific corporate name siyle rules.	
	•	to <a href="www.sos.ca.gov/buslness/be/name-reservations">www.sos.ca.gov/buslness/be/name-reservations</a> for general corporate name requirements and restrictions.)	

The name of the professional corporation is MATTHEW J. COATES, M.D., INC., A Professional Medical Corporation

2. Business Addresses (Enter the complete business addresses. Item 2a cannot be a P.O.Box or "in care of" an Individual or entity.)

a. Initial Street Address of Corporation - Do not enter a P.O. Box 1225 Magnolia Avenue	City (no abbreviations) Modesto		Zip Code 95350
b. Initial Mailing Address of Corporation, If different than Item 2a	City (no abbreviations)	State	Zip Code

3. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. Callfornia Agent's First Name (if agent is not a corporation) Matthew	Middle Name J.	Last Name Coates		Suffix M.D.
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box 1225 Magnolia Avenue	City (no abbreviations) Modesto	State CA	Zip Code 95350	
1223 Wagholia Avenue	Modesto		<u></u>	

CORPORATION -- Complete New 3c. Only include the name of the registered agent Cornoralion

c. California Registered Corporate Agent's Name (if agent is a corporation) Do not complete Item 3a or 3b							
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4. Shares (Enter the number of shares the corporation is authorized to issue. Do not leave blank or enter zero (0).)

This corporation is authorized to Issue only one class of shares of stock. The total number of shares which this corporation is authorized to issue is

(Contact the California state board or agency that controls your profession to find out if your profession is 5. Purpose Statement authorized to be a corporation in California. Go to doa.ca.gov/about\_us/entitles.shtml for more information.)

medicine The purpose of the corporation is to engage in the profession of and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations. This corporation is a professional corporation within the meaning of California Corporations Code section 13400 et seq.

6.	Read	and	Sign	Below	(This	form must l	be signed	by each	incorporator.)	
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Signature

Matthew J. Coates, M.D.

Type or Print Name

2023 California Secretary of State bizfileOnline.sos.ca.gov

ARTS-PC (REV 06/2023)



# ATTACHMENT TO ARTICLES OF INCORPORATION OF

### MATTHEW J. COATES, M.D., INC., A Professional Medical Corporation

## 7. Statutory Close Corporation.

This corporation is a close corporation. All the corporation's issued shares of stock, of all classes, shall be held of record by not more than thirty-five (35) persons.

#### 8. Share Restrictions.

This corporation is subject to the restrictions on the qualifications of shareholders imposed by Title 1, Division 3, Part 4 of the California Corporations Code and other applicable laws, rules, and regulations, which provide that only the following may be shareholders of a medical corporation:

- (i) Holders of a valid physician's and surgeon's certificate issued by the Division of Licensing of the Medical Board of California;
- (ii) Licensed persons as defined in Section 13401.5(a) of the California Corporations Code, provided that (i) the number of shares in the Corporation owned by such persons does not exceed 49 percent of the total shares issued by the Corporation; and (ii) the number of such persons owning shares in the Corporation does not exceed the number of licensed physician and surgeons owning shares in the Corporation; and
- (iii) Medical corporations with only one shareholder, who is a licensed person as defined in Section 13401 of the California Corporations Code.

#### 9. Hold Harmless; Indemnification.

- (a) The liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Section 204(a)(10) of the California Corporations Code.
- (b) The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its stockholders through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise to the fullest extent permissible under California law, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the California Corporations Code.
- (c) Any amendment, repeal, or modification of any provision of this Article 9 shall not adversely affect any right or protection of an agent of this corporation existing at the time of such amendment, repeal, or modification.