

**ARTICLES OF INCORPORATION****PETER A. CASTILLO, M.D., INC.****FILED**Secretary of State  
State of California

100 FEB 06 2014

**ARTICLE I**

The name of this corporation is **Peter A. Castillo, M.D., Inc.**

**ARTICLE II**

This corporation is a Professional Corporation within the meaning of Title 1, Division 3, Part 4 of the California Corporations Code. The purpose of this corporation is to engage in the profession of medicine and any other lawful activities (other than banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

**ARTICLE III**

The name and address in the State of California of this corporation's initial agent for service of process is: Douglas S. Free, Esq., 44 Montgomery Street, Suite 3380, San Francisco, CA 94104.

**ARTICLE IV**

The street and mailing address of this corporation is 16070 Matilija Drive, Los Gatos, CA 95030.

**ARTICLE V**

This corporation is authorized to issue only one class of shares of stock, which will be designated "common" shares. The total authorized number of such shares that may be issued is 10,000 shares.

**ARTICLE VI**

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 any other applicable laws, rules and regulations, which provide that only the following may be shareholders of a medical corporation:

(a) Holders of a valid physician's and surgeon's certificate issued by the Division of Licensing of the Medical Board of California;

(b) 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 physicians and surgeons owning shares in the corporation; and

(c) Professional medical corporations with only one shareholder, who is a licensed person as defined in Section 13401 of the California Corporations Code.

## **ARTICLE VII**

(a) The liability of Directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The corporation is authorized to provide for, whether by bylaw, agreement or resolution of the Board of Directors or shareholders of the corporation, the indemnification of agents (as defined in Section 317 of the California General Corporation law) of the corporation in excess of that otherwise permitted by such Section 317 for breach of duty to the corporation and its shareholders to the fullest extent permissible under California law.

(c) Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director or agent of the corporation existing at the time of such repeal or modification.

## **ARTICLE VIII**

This corporation reserves the right to amend, alter, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred by these Articles of Incorporation on shareholders, directors and officers are granted subject to this reservation.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation, the undersigned, constituting the sole incorporator of this corporation, has executed these Articles of Incorporation this 5th day of February, 2014.



By: \_\_\_\_\_  
Douglas S. Free, Esq.