

For Office Use Only

-FILED-

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**Secretary of State**

CONV FE-PC

Articles of Incorporation with Statement of Conversion –**Foreign Entity to a California Professional Corporation****P****IMPORTANT - Read Instructions before completing this form.****Filing Fee - \$150.00****Certification Fee (Optional) - \$5.00**

Note: Most corporations have to pay a minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to ftb.ca.gov.

This Space For Office Use Only**1. Name of Converted California Professional Corporation**(Go to www.sos.ca.gov/business/be/name-reservations for general corporate name requirements and restrictions.)The name of the **converted** California Professional Corporation is**Nicholas George, M.D., Inc.****2. Business Addresses of the Converted California Professional Corporation** (Enter the **complete** business addresses.)

a. Initial Street Address of Corporation - Do not list a P.O. Box.	City (no abbreviations)	State	Zip Code
454 Casanova Avenue	Monterey	CA	93940
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. California Agent's First Name (if agent is not a corporation).	Middle Name	Last Name	Suffix
Nicholas	Kaiwa	George	
b. Street Address - Do not enter a P.O. Box.	City (no abbreviations)	State	Zip Code
454 Casanova Avenue	Monterey	CA	93940

CORPORATION – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b.

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 California Professional Corporation is authorized to issue is **1,000****- CONTINUE ON NEXT PAGE -**

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Articles of Incorporation with Statement of Conversion
Foreign Entity to a California Professional Corporation
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5. Purpose Statement

(Contact the California professional state board or agency that controls your profession to find out if your profession is authorized to be a professional corporation in California. Go to www.dca.ca.gov/about_dca/entities.shtml for more information.)

The purpose of the corporation is to engage in the profession of medicine 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. Statement of Conversion for Foreign Entity

6a. Name of the Converting Foreign Entity

Dr. Nicholas George PC

6b. Type of Foreign Entity

Corporation

6c. Jurisdiction of Organization of Converting Foreign Entity (State, foreign country or place where this entity is formed.)

Washington

6d. Foreign Entity's California Secretary of State Entity Number (if qualified)

6e. The foreign entity is authorized to effect the conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.

Sign Below. Do not use computer generated signatures. ([See instructions](#) for signature requirements.)

Additional article provisions set forth on attached pages, if any, are incorporated herein by reference and made part of this Form CONV FE-GS. (All attachments should be 8 1/2 x 11, one-sided, legible and clearly marked as an attachment to this Form CONV FE-PC.)



Signature of Authorized Person

Nicholas George

Type or Print Name

Signature of Authorized Person

Type or Print Name

Attachment to
Articles of Incorporation with Statement of Conversion
Foreign Entity to a California Professional Corporation
(CONV FE-PC)
For
Nicholas George, M.D., Inc.

7. Additional Article Provisions:

7a. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

7b. The corporation is authorized to provide indemnification of agents, as that term is defined in Section 317 of the California General Corporation Law, in excess of that expressly permitted by said Section 317 under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, to the fullest extent such indemnification may be authorized hereby, subject to the limits on such excess indemnification set forth in Section 204 of the California General Corporation Law.

7c. The corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

7d. Any repeal or modification of the foregoing provisions of Articles 7.b or 7.c by the shareholders of this corporation shall not adversely affect any right or protection of an agent of this corporation existing at the time of such repeal or modification.

Attachment to
Articles of Incorporation with Statement of Conversion –
Foreign Entity to a California Professional Corporation
of
Nicholas George, M.D., Inc.
Request for Future Filing

Pursuant to Section 110 of the California Corporations Code, request is hereby made that the attached Articles of Incorporation with Statement of Conversion – Foreign Entity to a California Professional Corporation for Nicholas George, M.D., Inc., be withheld from filing until the future date of January 1, 2025, and filed on January 1, 2025.