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APPROVED AND FILED MAY 21 1970
William H. Bell
 SECRETARY OF STATE INDIANA

RECORDER'S OFFICE OF SEAL

ARTICLES OF INCORPORATION OF
ROTH ORTHOPEDIC MEDICAL CORP.

Bernard Kleinman, Atty. 79 W. Monroe St. Chicago, Ill. 60603
 Corporate Form No. 1 (Sept. 1967) — Page One
 ARTICLES OF INCORPORATION
 Prescribed by the Secretary of State of Indiana
 Use White Paper—Size 8½ x 11 Inches
 Filing Requirements—Present 3 Executed Copies to Secretary of State.
 Recording Requirements—Record 1 of such 3 Executed Copies, as Approved and Returned by Secretary of State, with Recorder of County where Principal Office is Located.

MAY 27 9 34 AM '70
 RECORDER

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of The Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation pursuant to the Medical Professional Corporation Act approved March 14, 1963.

ARTICLE I
Name

The name of the Corporation is..... **ROTH ORTHOPEDIC MEDICAL CORP.**

ARTICLE II
Purposes

The purposes for which the Corporation is formed are:

Pursuant to Chapter 49, Section 25-4901 of the Indiana Revised Statutes, entitled "The Medical Practice Corporation Act," the undersigned being each licensed physicians and surgeons in the State of Indiana, the corporation is formed for the following purposes: (a) To engage in the practice of medicine; (b) To engage in the purchase, acquisition, exchange, sale and disposition of personal property, wherever located; (c) To engage in the acquisition, exchange and disposition of real estate and personal property wherever located and incident to the practice of medicine; and (d) All other functions necessary or attendant to those described in (a), (b) and (c) above, plus those relating to real estate, mortgages, stocks, bonds or any other type of investment and the owning of property, real or personal, necessary or appropriate for rendering its professional medical service.



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ARTICLE III

Term of Existence

The period during which the Corporation shall continue is perpetual

ARTICLE IV

Principal Office and Resident Agent

The post-office address of the principal office of the Corporation is.....

3229 Broadway St., Gary, Indiana

and the name and post-office address of its Resident Agent in charge of such office is.....

Dr. Leo Roth

ARTICLE V

Number of Shares

The total number of shares which the Corporation shall have authority to issue is.....
1,000 shares consisting of 1,000 shares with the par value of
\$ \$100.00 per share, and no shares without par value.

ARTICLE VI

Terms of Shares

All shares shall be treated equally, without any special preference whatsoever.

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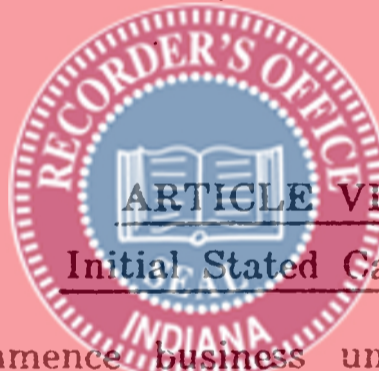
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ARTICLE VII

Voting Rights of Shares

Each share shall be entitled to one (1) vote. A simple majority of the common share votes shall be sufficient to approve all actions, except the action of dissolution, which shall require a vote of two-thirds (2/3) of the outstanding shares.



ARTICLE VIII

Initial Stated Capital

The Corporation will not commence business until consideration of the value of at least \$..... **1,000.00**..... has been received for the issuance of shares.

ARTICLE IX

Directors

Section 1. Number. The initial board of directors shall be composed of..... **three (3)**..... members. The number of directors may from time to time be fixed by the by-laws of the Corporation at any number, not less than three. In the absence of a by-law fixing the number of directors, the number shall be **three (3)**.....

Section 2. Qualifications. Directors..... **need not**..... be shareholders of the Corporation.

ARTICLE X

Initial Board of Directors

Names and Post-Office Addresses. The names and post-office addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>Zone</u>	<u>State</u>	<u>Zip Code</u>
Leo Roth, MD	3229 Broadway	Gary,		Indiana	46409
Melvin Roth, MD	3229 Broadway	Gary		Indiana	46409
Meyer W. Kohn, MD	3229 Broadway	Gary		Indiana	46409

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ARTICLE XI

Incorporator or Incorporators

Section 1. Names and Post-Office Addresses. The name(s) and post-office address(es) of the incorporator(s) of the Corporation ~~is~~ (are) as follows:

Name	Number and Street or Building	City	Zone	State	Zip Code
Leo Roth, MD	3229 Broadway	Gary		Indiana	46409
Melvin Roth, MD	3229 Broadway	Gary		Indiana	46409
Meyer W. Kohn, MD	3229 Broadway	Gary		Indiana	46409



Section 2. Age. All of such incorporators are of lawful age.

ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

- Nothing in the Articles of Incorporation shall be construed to alter in any way the liability of the doctors of medicine employed by the corporation for reprimand or discipline for misconduct by the applicable board or agency of the State of Indiana or any other properly authorized body. Further, nothing herein shall alter in any way the personal liability of any doctor to his patient or patients.
- The incorporators agree that the corporation shall continue as a separate entity independent of its shareholders, for all purposes, for such period of time as provided in these articles or until dissolved; and shall continue notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of shares, retirement or expulsion of any one or more of the shareholders (except the last surviving shareholder), the admission of or transfer of shares to any new shareholder or shareholders, or the happening of any other event, which under the laws of the State of Indiana and under like circumstances would work a dissolution of an unincorporated entity.
- No shareholder shall have the power to bind the corporation within the scope of the corporation's business or profession merely by virtue of his being a shareholder of the corporation. Officers and members of the Board of Directors shall be shareholders and members of the professional corporation. Officers need not be members of the Board of Directors, except that the president shall be a member of the Board of Directors. The Board of Directors is empowered to promulgate by-laws of the corporation.

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ARTICLE XI

Incorporator or Incorporators

Section 1. Names and Post-Office Addresses. The name(s) and post-office address(es) of the incorporator(s) of the Corporation ~~is~~ (are) as follows:

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>Zone</u>	<u>State</u>	<u>Zip Code</u>
Leo Roth, MD	3229 Broadway	Gary		Indiana	46409
Melvin Roth, MD	3229 Broadway	Gary		Indiana	46409
Meyer W. Kohn, MD	3229 Broadway	Gary		Indiana	46409



Section 2. Age. All of such incorporators are of lawful age.

ARTICLE XII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

1. Nothing in the Articles of Incorporation shall be construed to alter in any way the liability of the doctors of medicine employed by the corporation for reprimand or discipline for misconduct by the applicable board or agency of the State of Indiana or any other properly authorized body. Further, nothing herein shall alter in any way the personal liability of any doctor to his patient or patients.

2. The incorporators agree that the corporation shall continue as a separate entity independent of its shareholders, for all purposes, for such period of time as provided in these articles or until dissolved; and shall continue notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of shares, retirement or expulsion of any one or more of the shareholders (except the last surviving shareholder), the admission of or transfer of shares to any new shareholder or shareholders, or the happening of any other event, which under the laws of the State of Indiana and under like circumstances would work a dissolution of an unincorporated entity.

3. No shareholder shall have the power to bind the corporation within the scope of the corporation's business or profession merely by virtue of his being a shareholder of the corporation. Officers and members of the Board of Directors shall be shareholders and members of the professional corporation. Officers need not be members of the Board of Directors, except that the president shall be a member of the Board of Directors. The Board of Directors is empowered to promulgate by-laws of the corporation.

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IN WITNESS WHEREOF, the undersigned, being the incorporator or all of the incorporators designated in Article XI, execute these Articles of Incorporation and certify to the truth of the facts herein stated, this 18th day of May 19 70

Leo Roth
(Written Signature)

Leo Roth, M. D.
(Printed Signature)

Melvin I. Roth
(Written Signature)

Melvin I. Roth, M. D.
(Printed Signature)

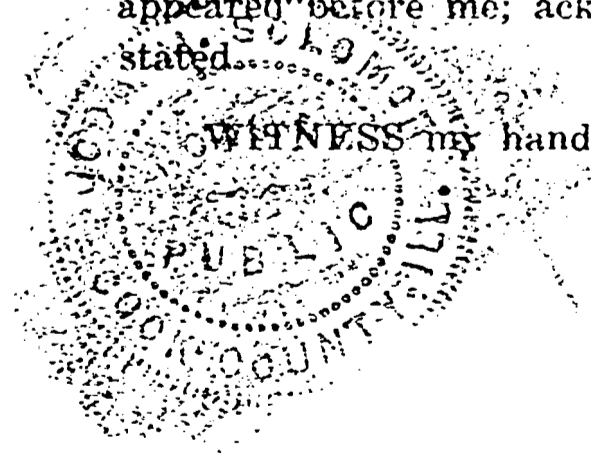
Meyer W. Kobrin
(Written Signature)

Meyer W. Kobrin, M. D.
(Printed Signature)



ILLINOIS
STATE OF ~~INDIANA~~ }
COUNTY OF COOK } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of ~~Indiana~~ Illinois, certify that Leo Roth, Melvin I. Roth and Meyer W. Kobrin, being all of the incorporator(s), referred to in Article XI of the foregoing Articles of Incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.



WITNESS my hand and Notarial Seal this 18th day of May 19 70

Joda M. Solomon
(Written Signature)

Joda M. Solomon
(Printed Signature)

Notary Public

My commission expires

May 26, 1971

This instrument was prepared by Wallace, Shelton, Kleinman, Belline, Kalchauer & Curoe, Attorneys, Suite 700, 79 W. Monroe St., Chicago, Illinois 60603