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THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.

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TALLAHASSEE, FLORIDA

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06 DEC 29 AM 8:00
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.**

EFFECTIVE DATE
01-31-07

THE UNDERSIGNED, G. Edwin Wilson, M.D., President of THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A., a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation, pursuant to the Florida Statutes:

ARTICLE FIRST: The name of the Corporation is THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.

ARTICLE SECOND: The amendments to the Articles of Incorporation of the Corporation reflected herein were duly adopted by the Board of Directors and the shareholders of the Corporation and the number of votes cast for the amendments was sufficient for approval.

ARTICLE THIRD: The Amended and Restated Articles of Incorporation shall, upon the filing thereof with the Florida Department of State, supersede the original Articles of Incorporation filed on March 3, 1988, and effective as of February 25, 1988, and the Amended and Restated Articles of Incorporation filed with the Florida Department of State on April 29, 1997.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation shall provide as follows:

ARTICLE I - NAME

The name of the Corporation shall be THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A.

ARTICLE II - ADDRESS

The mailing address of the Corporation is 291 Southhall Lane, Maitland, Florida 32751.

ARTICLE III - DURATION

This Corporation shall exist perpetually commencing on February 25, 1988.

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ARTICLE IV - PURPOSE

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a 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 of this Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE V - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. To negotiate with provider or recipient organizations for the delivery of anesthesia services.

C. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or to otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws or any Stock Purchase Agreement adopted by the shareholders of this Corporation setting forth the terms and conditions of such purchase; provided however, the capital of this Corporation cannot be impaired thereby.

D. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, or (3) other retirement or incentive compensation plan.

ARTICLE VI - CAPITAL STOCK

A. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 50,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares. Said stock shall consist of 25,000 shares of Class A common stock and 25,000 shares of Class B common stock. Class A shares shall only be issued to shareholders who practice exclusively anesthesiology or anesthesiology and critical care medicine for the Corporation. Class B shares shall only be issued to shareholders who practice primarily in pain medicine. The rights and privileges of each class of stock shall be identical except as provided in the Corporation's Bylaws.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

301 East Pine Street, Suite 1400
Orlando, FL 32801

The name of the registered agent of this Corporation at that address shall be:

David L. Schick

ARTICLE VIII - SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than thirty percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than ten nor more than sixty days after the request is made. The call for the

meeting shall be issued by the Secretary, unless the President, Board of Directors, or shareholders requesting the meeting shall designate another person to do so.

ARTICLE IX - BOARD OF DIRECTORS AND OFFICERS

The Directors and Officers of the Corporation shall be elected in accordance with the Corporation's Bylaws.

ARTICLE X - DISQUALIFICATION OF SHAREHOLDER, OFFICER, EMPLOYEE

If any officer, shareholder, agent, independent contractor or employee of this Corporation, who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment or engagement that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment or engagement with, and financial interests in, this Corporation.

ARTICLE XI - BYLAWS

The Bylaws of this Corporation may be repealed or amended, and new Bylaws may be adopted, only by a vote of a majority of the outstanding shares of this Corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended only by a vote of a majority of the outstanding shares of this Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto executed these Amended and Restated Articles of Incorporation this 27th day of December, 2006, effective January 1, 2007.

THE JOSEPH L. RILEY ANESTHESIA
ASSOCIATES, P.A.

By: G. Edwin Wilson

G. Edwin Wilson, M.D., President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of December, 2006, effective January 1, 2007, by G. Edwin Wilson, M.D., as President of THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A., a Florida professional corporation, on behalf of the Corporation.

Lynette L. Block
Signature of Notary Public

AFFIX NOTARY STAMP

(Print Notary Name)

My Commission Expires:

Commission No.:



☐ _____
☐ _____

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A., I hereby accept and agree to act in this capacity.

David L. Schick
David L. Schick