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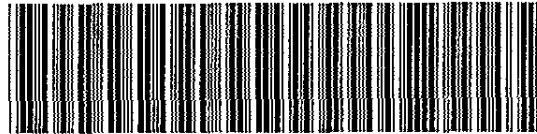
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February 4, 2004

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

HAND DELIVERY

Re: Southern Medical Group, P.A.

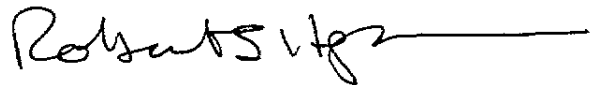
Dear Sir or Madam:

Enclosed for filing please find the executed Articles of Amendment to the Articles of Professional Association for Southern Medical Group, P.A. signed on February 2, 2004. We request a certified copy of the document once it has been filed.

Also enclosed please find our check made payable to the Florida Secretary of State in the amount of \$87.50 to cover the costs of filing the Articles of Amendment and for a certified copy of the document.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,



Robert S. Hightower

RSH/alt
Enclosures
cc: Ms. Deb Sundberg (w/encl)

SOUTHERN MEDICAL GROUP, P.A.
ARTICLES OF AMENDMENT TO THE
ARTICLES OF PROFESSIONAL ASSOCIATION

Pursuant to the provisions of Section 607.1006, Chapter 607 and Chapter 621 of the Florida Statutes, the undersigned Professional Association adopts the following Articles of Amendment to its Articles of Professional Association:

1. The name of the Professional Association is Southern Medical Group, P.A.
2. The following amendment of the Articles of Professional Association was adopted by the stockholders of the Professional Association on the 2 day of February, 2004, in the manner prescribed by the Florida General Corporation Act. The number of votes cast by stockholders for this Amendment was sufficient for approval.

Article III of the Articles of Professional
Association is amended to read:

Article III

STOCK

The Corporation shall have two (2) classes of stock: Class "C" Common Stock and Class "I" Common Stock. Said classes of stock shall have the rights and privileges as set forth below.

1. Class "C" Common Stock The maximum number of shares of Class "C" Common Stock that the Corporation is authorized to have outstanding at any time shall be twenty thousand (20,000) shares of Class "C" Common Stock having a par value of one dollar (\$1.00) per share, all of which stock shall be common stock. All Class "C" Common Stock shall be fully paid and non-assessable. All Class "C" Common Stock issued shall be voting stock. Class "C" Common Stock may be paid dividends by the Corporation in such amounts as are determined by the Board of Directors.

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TALLAHASSEE, FLORIDA

2. Class "I" Common Stock The maximum number of shares of Class "I" Common Stock that the Corporation is authorized to have outstanding at any time shall be twenty thousand (20,000) shares of Class "I" Common Stock having a par value of one dollar (\$1.00) per share, all of which stock shall be common stock. All Class "I" Common Stock shall be fully paid and non-assessable. All Class "I" Common Stock issued shall be voting stock. Class "I" Common Stock may be paid dividends by the Corporation in such amounts as are determined by the Board of Directors.

3. Preferences, Limitations, and Relative Rights of Each Class of Stock Shares of Class "C" Common Stock and shares of Class "I" Common Stock have exactly the same preferences, limitations, and rights, except as set forth herein. Shares of Class "C" Common Stock and shares of Class "I" Common Stock have exactly the same preferences, dividend rights, and rights on liquidation and/or dissolution. The amount of and manner of payment of any dividends is exactly the same as to dividends paid on Class "C" shares and dividends paid on Class "I" shares. The only difference in rights in Class "C" Common Stock and Class "I" Common Stock is with respect to the voting rights of each class as set forth herein.

Class "C" Common Stock shall be issued to and held only by stockholders of the Corporation who are cardiologists.

Class "I" Common Stock shall be issued to and held only by stockholders of the Corporation who are internists.

4. Conversion of Shares Common Stock of the Corporation authorized and issued prior to the date of this amendment shall be converted to Class "C" or Class "I" Common Stock effective as of the date of this amendment with the Corporation issuing Class "C" Common Stock on a one-for-one share basis to those stockholders as of the date of this amendment who are cardiologists, and with the Corporation issuing Class "I" Common Stock on a one-for-one share basis to those stockholders as of the date of this amendment who are internists. Stock issued prior to the date of this amendment will be canceled upon issuance of the new Class "C" and Class "I" stock contemplated in this amendment.
5. Voting Rights of Class "C" Common Stock and Class "I" Common Stock Voting by shareholders owning Class "C" Common Stock and by shareholders owning Class "I" Common Stock shall be conducted separately. Class "C" Common Stock shall be considered as one voting group; Class "I" Common Stock as a separate voting group as provided for in Section 607.0726(2), Florida Statutes. Action on a matter coming before

the Corporation shall be approved only when voted upon by each of those voting groups counted separately as provided in Section 607.0725, Florida Statutes.

6. Anti-Deadlock Provision Notwithstanding that action on a matter coming before the Corporation generally requires approval of both the requisite number of Class "C" shares and Class "I" shares, the stockholders of the Corporation wish to provide an anti-deadlock provision in the Articles of Incorporation. This anti-deadlock provision can be implemented at any time at any regular or special meeting of the stockholders in the event of a deadlock where one voting group votes to approve an action but the action fails as a result of the other voting group refusing to approve the action. An "anti-deadlock" vote may be taken upon the request of any two or more stockholders, regardless of the class to which such stockholders belong. In such an event, if a super majority vote of all shares of stock can be achieved (as calculated below) then the action shall be deemed approved by the corporation. The super majority that must be obtained is 65% of a quorum of the shares of stock of the corporation voting at any such regular or special meeting. In computing votes under this anti-deadlock provision for determining if the requisite super majority has been attained, Class "C" shares issued and outstanding shall be allocated 50% of the votes, and Class "I" shares shall be allocated 50% of the votes. In the event of such vote, each stockholder shall be allocated rights to vote calculated as a percentage as follows.

In such an anti-deadlock situation, each class "C" stockholder shall be allocated rights to vote calculated as follows:

$$X = \frac{\text{\# of Class "C" shares owned by the stockholder}}{\text{Total \# of Class "C" shares outstanding}} \times 50\%$$

Where "X" equals the percentage entitled to be voted by a Class "C" stockholder.

Similarly, in such an anti-deadlock situation each Class "I" stockholder shall be allocated rights to vote calculated as a percentage as follows:

$$Y = \frac{\text{\# of Class "I" shares owned by the stockholder}}{\text{Total \# of Class "I" shares outstanding}} \times 50\%$$

Where "Y" equals the percentage entitled to be voted by a Class "I" stockholder.

If the total votes in favor of corporate action (as so determined) equals or exceeds 65% of a quorum voting at any such regular or special meeting under these anti-deadlock provisions, then the subject action is deemed approved by the Corporation even if the subject action has not been approved separately by each voting group.

3. There are no voting groups entitled to vote separately on this amendment.

DATED this the 2 day of February, 2004.

SOUTHERN MEDICAL GROUP, P.A.

By: [Signature]
PRESIDENT

By: [Signature]
SECRETARY

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 2nd day of February, 2004, by Michael W. Forsthoefel, MD as President of Southern Medical Group, P.A., who is personally known to me or produced the following type of identification:

Pam Post
NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires:



STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 2 day of
February, 2004, by Marilyn M. Cox, MD as Secretary of Southern Medical
Group, P.A., who is personally known to me or produced the following type of identification:

Pam Post
NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires:



Pam Post
MY COMMISSION # DD255955 EXPIRES
October 6, 2007
BONDED THRU TROY FARM INSURANCE, INC.