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BASIC AMENDMENT

FLORIDA ANESTHESIA ASSOCIATES, P.A.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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10/20/2005
*An Amend
Restated*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA ANESTHESIA ASSOCIATES, P.A.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, President of FLORIDA 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:

ARTICLE FIRST: The name of the Corporation is FLORIDA ANESTHESIA ASSOCIATES, P.A.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein were duly adopted by the Directors and Shareholders of the Corporation by Unanimous Written Consent, executed on January 24, 2005, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

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

ARTICLES OF INCORPORATION

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be FLORIDA ANESTHESIA ASSOCIATES, P.A.

ARTICLE II - ADDRESS

The mailing address of the corporation is 820 Prudential Drive, Suite 606, Jacksonville, Florida 32207.

ARTICLE III - GENERAL NATURE OF BUSINESS

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 IV - 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 7,500 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

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 nonassessable, 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 qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

820 Prudential Drive, Suite 606
Jacksonville, Florida 32207

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

William P. Barton, M.D.

ARTICLE VII - SHAREHOLDERS

A. 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 twenty-five percent (25%) of all the shares entitled to vote at the meeting.

B. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, two-thirds (2/3rds) of all shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, when a specified item of business is required to be voted on by a class or series of stock, two-thirds (2/3rds) of all shares of such class or series shall constitute a quorum for the transaction of such item of business by that class or series. If a quorum is present, the affirmative vote of seventy-five percent (75%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

C. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Provided, however, the voting rights of a shareholder may be suspended by a vote of at least eighty percent (80%) of all shares entitled to vote, other than those shares owned by the shareholder in question. Such suspension shall continue in full force and effect until lifted by a vote of at least eighty percent (80%) of all shares entitled to vote, other than those shares owned by the shareholder in question.

ARTICLE VIII - BOARD OF DIRECTORS

A. This corporation shall have at least three (3) directors. The number of directors may be increased or decreased from time to time by a vote of at least eighty percent (80%) of all shares entitled to vote, but no decrease shall have the effect of shortening the term of any incumbent director.

B. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Each shareholder shall be eligible to serve as a director. Directors shall be elected by a vote of at least eighty percent (80%) of all shares entitled to vote.

C. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled by a vote of at least eighty percent (80%) of all shares entitled to vote at the next annual meeting of shareholders or at a special meeting of shareholders called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders. At a meeting of shareholders called expressly for that purpose, any director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of at least eighty percent (80%) of all shares then entitled to vote. Unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law, two-thirds (2/3rds) of the number of directors shall constitute a quorum for the transaction of business. The act of seventy-five percent (75%) of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by these Articles, by the Bylaws, by a Shareholders' Agreement, by contract or by law.

ARTICLE IX - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X - BYLAWS

The shareholders of this corporation by the affirmative vote of at least eighty percent (80%) of all shares entitled to vote shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE XI - 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. 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 otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a Shareholders' Agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended only by the affirmative vote of at least eighty percent (80%) of all shares entitled to vote.

IN WITNESS WHEREOF, the undersigned President of the Corporation, has hereunto set his hand, this 24 day of January, 2005.

Mark W. Gray
President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24 day of January, 2005, by the President of the Corporation.

Charlotte T. King
Signature of Notary Public

CHARLOTTE T. KING
(Print Notary Name)

My Commission Expires: 7-29-08

Commission No.: DD315444

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced:

