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FLORIDA ANESTHESIA ASSOCIATES, P.A.**

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**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
FLORIDA ANESTHESIA ASSOCIATES, P.A.**

Florida Anesthesia Associates, P.A., a Florida professional association (the "Corporation") organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA") and the Professional Service Corporation and Limited Liability Company Act (the "Professional Service Entity Act"),

DOES HEREBY CERTIFY:

1. That the name of the corporation is Florida Anesthesia Associates, P.A., that the corporation was originally incorporated pursuant to the FBCA and the Professional Service Entity Act as of August 9, 1993 and its Document Number with the Florida Department of State is P93000058608.

2. That the Second Amended and Restated Articles of Incorporation set forth herein is a complete restatement of the corporation's Amended and Restated Articles of Incorporation, and supersede in their entirety any and all prior Articles of Incorporation and amendments thereto filed with the State of Florida.

3. That on August 29, 2017, the Board of Directors of the corporation duly adopted resolutions, by way of unanimous written consent, proposing to further amend and restate the corporation's existing Amended and Restated Articles of Incorporation in the manner set forth herein, declaring said amendment and restatement to be advisable and in the best interests of the corporation and its shareholders.

4. That the Second Amended and Restated Articles of Incorporation set forth herein contains amendments that require shareholder approval; and that on August 29, 2017, the shareholders of the corporation duly adopted resolutions, by way of written consent, approving the amendment and restatement of the corporation's existing Amended and Restated Articles of Incorporation in the manner set forth herein; and the number of votes reflected in the written consent cast for approval and adoption of the Second Amended and Restated Articles of Incorporation, including the amendments contained therein, was sufficient for approval.

4. Accordingly, pursuant to Section 607.1007 of the FBCA and Section 607.1013 of the Professional Service Entity Act, the existing Amended and Restated Articles of Incorporation of the corporation are hereby amended and restated in their entirety by the Second Amended and Restated Articles of Incorporation set forth below.

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA ANESTHESIA ASSOCIATES, INC.**

ARTICLE I – NAME OF CORPORATION

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

ARTICLE II – ADDRESS

The mailing and principal office address of this 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 is to engage in any lawful activity or business.

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, this 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 these Articles of Incorporation.

ARTICLE V – DURATION

This corporation shall exist perpetually.

ARTICLE VI – 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 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 of Incorporation, 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 of Incorporation, 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 of Incorporation, 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 of Incorporation, 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 of Incorporation, by the Bylaws, by a shareholders' agreement, by contract or by law.

ARTICLE IX - 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 X - 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.

The foregoing Second Amended and Restated Articles of Incorporation restate, integrate and amend, pursuant to the amendments herein, the provisions of the corporation's Articles of Incorporation as currently in effect; and there is no discrepancy between the provisions of the corporation's Articles of Incorporation, as amended hereby, and the provisions of this Second Amended and Restated Articles of Incorporation.

Upon the filing of this Second Amendment and Restatement of the Articles of Incorporation by the Department of State of the State of Florida, the corporation's Amended and Restated Articles of Incorporation shall be superseded and thenceforth, the Second Amended and Restated Articles of Incorporation as set forth herein, including the amendments contained herein, shall be the Articles of Incorporation of the corporation.

[Signature page to follow]

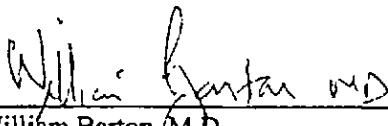
IN WITNESS WHEREOF, this Second Amendment and Restatement of the Articles of Incorporation of FLORIDA ANESTHESIA ASSOCIATES, INC. has been executed on this 29th day of August, 2017.

By: 
Mark Kramp, M.D., President

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
FLORIDA ANESTHESIA ASSOCIATES, INC.**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Second Amended and Restated Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 29th day of August, 2017.



William Barton, M.D.