

V55500

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

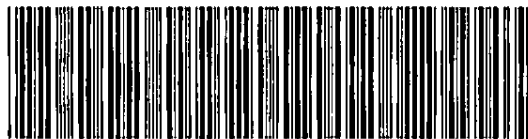
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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JUL 14 2020

2020 JUL 14 PM 6:07

Restated Art

SEP 10 2020

I ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2020 AUG 23 2:13

August 23, 2020

CHARLES A. KOHLER, ESQ.
476 N HWY A1A
STE. 3A
SATELLITE BEACH, FL 32937

SUBJECT: ROY H. HINMAN, M.D.,P.A.
Ref. Number: V55500

We have received your document for ROY H. HINMAN, M.D.,P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1)If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a)A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b)If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2)If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a)A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 220A00016111

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe

Remove V Mike Jones

Add SV Sally Smith

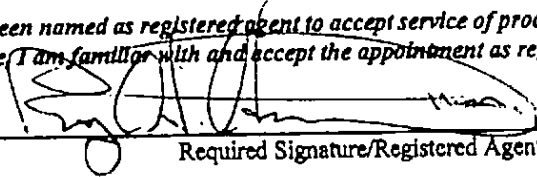
<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>P</u>	<u>ROY H. HINMAN, II</u>	<u>100 ARRICOLO AVE</u> <u>ST. AUGUSTINE, FL</u> <u>32080</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: ROY H. HINMAN, M.D.
Address: 100 ARRICOLA AVENUE
ST. AUGUSTINE, FL 32080

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

9/2/2020
Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

The amendment(s) is/are being filed pursuant to s. 607.0120(11)E, F.S.

The date of each amendment(s) adoption is: APRIL 11, 2020
if other than the date this document is signed.

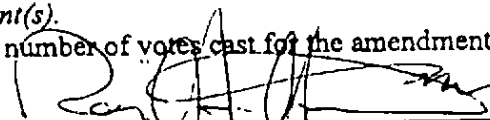
Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

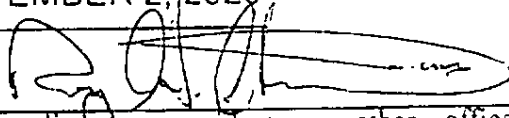
"The number of votes cast for the amendment was/were sufficient for approval by


(voting group)

ARTICLE VIII EFFECTIVE DATE: APRIL 11, 2020 (OPTIONAL)
Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: SEPTEMBER 2, 2020
Signature: 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

ROY H. HINMAN, M.D.
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Roy H. Hinman, M.D., P.A.
A Florida Corporation

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation is Roy H. Hinman, M.D., P.A. The period of duration shall be perpetual.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes, and in addition the following powers: To perform all lawful medical practice in service to the public, providing any and all services or performing any and all tasks or acts which physicians in the state of Florida are allowed to perform.

3. **Initial Business.** The general nature of the business, initially proposed to be transacted by the corporation, at any place within the United States, is Medical Practice and generally to do all acts reasonable and necessary for the furtherance of such business.

4. **Authorized Capital.** The Corporation shall have the authority to issue 100 shares of common stock. The par value of the stock is \$ 1.00.

5. **Principle Place of Business.** The principle place of business of the corporation shall be 100 Arricola Avenue, St. Augustine, FL 32080.

6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no less than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of one person, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

Dr. Roy Hinman, MD

100 Arricola Ave., St. Augustine, FL 32080

7. **Officers.** The initial officers of the corporation who shall serve at the pleasure of the board of directors are:

Dr. Roy Hinman, President

Dr. Roy Hinman, Secretary

Dr. Roy Hinman, Vice - President

Dr. Roy Hinman, Treasurer

8. **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9. **Limitation of Director's Liability.** No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

10. **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. The corporation shall make indemnification whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the

corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

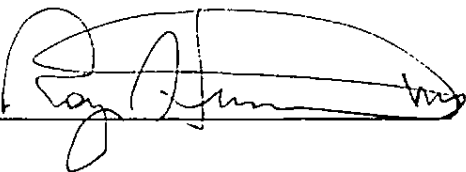
11. **Registered Agent.**

The name and Registered address of the Registered agent of the Corporation is:

Dr. Roy Hinman, MD
100 Arricola Avenue
St. Augustine, FL 32080

12. The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum in which shall be at least one thousand dollars (\$1,000.00).

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, Executed this 21st day of APRIL 2020 by all incorporators.



Dr. Roy Hinman