

506489

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

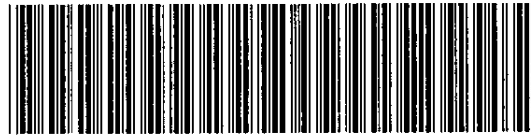
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



400181183114

RECEIVED
10 JUN -3 AM 11:15
TALLAHASSEE, FLORIDA

FILED
2010 JUN -3 A 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstart
New
6-3-10

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Date:

6/3/10

File 2nd

Requestor Name: Carlton Fields

Address: Post Office Box 190
Tallahassee, Florida 32302

Telephone: (850) 513-3619 (direct)
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name:

Dialysis Corporation of America

Entity Number (if applicable):

506489

Authorization:

Kim Pullen

X

Amd + Restated
Articles

Certified Copy

Certificate of Status

New Filings

Plain Stamped Copy

Annual Report

Fictitious Name

X

Amendments

Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

() Mail Out

CF Internal Use Only

Client: 01663 Matter: 50076

Name: R. Denmon Office: TPA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DIALYSIS CORPORATION OF AMERICA**

June 3, 2010

DIALYSIS CORPORATION OF AMERICA, a Florida corporation, pursuant to Sections 607.1001 and 607.1007 of the Florida Business Corporation Act hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter called the "Corporation") is:

Dialysis Corporation of America.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of the Corporation is 200 Dallas Parkway, Suite 350, Plano, Texas 75093.

ARTICLE III

Registered Agent and Office

The street address of the registered office of the Corporation in the State of Florida is ~~1200 South Pine Island Road, Plantation, FL 33324~~, and the name of its initial registered agent at that address is ~~CF Corporation~~. **CFRA, LLC**

ARTICLE IV

Purpose

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE V

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 100,000 Common Shares, par value \$0.01 per share.

FILED
2010 JUN -3 A 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, the board of directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation to the extent permitted by law.

ARTICLE VII

Directors

The number of directors of the Corporation shall be such number as from time to time fixed by, or fixed in the manner prescribed by, the bylaws of the Corporation; provided, however, that in no event shall the number of directors be less than one.

ARTICLE VIII

Exculpation; Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of being or having been an officer or director of the Corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the fullest extent permitted by, and subject only to the limitations and provisions of, the laws of the State of Florida and the laws of the United States.

If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article VIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

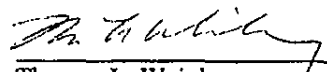
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation as of the date first written above.

**DIALYSIS CORPORATION OF
AMERICA**

By: 
Name: Thomas L. Weinberg
Title: Vice President, Secretary

**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIALYSIS CORPORATION OF AMERICA**

Pursuant to Section 607.1007(4) of the Florida Statutes, Dialysis Corporation of America, a Florida corporation (the "Corporation"), certifies as follows:

1. The name of the Corporation is Dialysis Corporation of America.
2. The Articles of Incorporation of the Corporation have been amended as follows:
 - (a) Article II of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety with a new Article IV to read as follows:

**"ARTICLE IV
Purpose**

The purpose for which the Corporation is organized is to
transact any lawful business."

- (b) Article III of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety with a new Article V to read as follows:

**"ARTICLE V
Capital Stock**

The aggregate number of shares which the Corporation
shall have authority to issue is 100,000 Common Shares, par value
\$1.00 per share."

- (c) Article IV of the Articles of Incorporation has been deleted in its entirety.
 - (d) Article V of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety with a new Article III to read as follows:

**"ARTICLE III
Registered Agent and Office**

The street address of the registered office of the
Corporation in the State of Florida is 1200 South Pine Island Road,
Plantation, FL 33324, and the name of its initial registered agent at
that address is CT Corporation."

- (e) Article VI of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety with a new Article VII to read as follows:

“ARTICLE VII

Directors

The number of directors of the Corporation shall be such number as from time to time fixed by, or fixed in the manner prescribed by, the bylaws of the Corporation; provided, however that in no event shall the number of directors be less than one.”

- (f) Article VII of the Articles of Incorporation has been deleted in its entirety to delete the name and addresses of the initial directors of the Corporation in accordance with Section 607.1002(2) of the Florida Statutes.
- (g) Article VIII of the Articles of Incorporation has been deleted in its entirety to delete the name and address of the incorporator of the Corporation in accordance with Section 607.1002(4) of the Florida Statutes.
- (h) Article IX of the Articles of Incorporation has been deleted in its entirety and replaced in its entirety with a new Article VIII to read as follows:

“ARTICLE VIII

Exculpation; Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of being or having been an officer or director of the Corporation (whether or not he or she continues to be an officer or director at the time of incurring such expenses), to the fullest extent permitted by, and subject only to the limitations and provisions of, the laws of the State of Florida and the laws of the United States.

If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs of this Article VIII by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification."

- (i) A new Article VI of the Articles of Incorporation has been adopted to read as follows:

"ARTICLE VI
Bylaws

In furtherance and not in limitation of the powers conferred upon it by law, the board of directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation to the extent permitted by law."

- (j) A new Article IX of the Articles of Incorporation has been adopted to read as follows:

"ARTICLE IX
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges and discretionary authority granted or confessed herein upon shareholders or directors are granted or confessed subject to this reservation."

3. Pursuant to an action by unanimous written consent, dated effective June 3, 2010, the Board of Directors of the Corporation (the "Board of Directors") approved and authorized:

- (a) the deletion of Articles VII and VIII of the Articles of Incorporation (the "Directors' Amendments");
- (b) each of the other amendments, deletions, revisions, modifications, and additions to the Articles of Incorporation set forth in Sections 2(a) through (e) and Sections

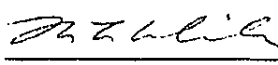
2 (h) – (j) of this Certificate (collectively, the “Other Amendments”) and recommended that the sole shareholder of the Corporation approve the Other Amendments; and

- (c) upon receipt of all necessary shareholder approvals, the filing of the amendment and restatement of the Corporation’s Articles of Incorporation to which this Certificate relates.
- 4. Pursuant to an action by written consent of the sole shareholder of the Corporation, dated effective June 3, 2010, the sole shareholder of the Corporation approved each of the Other Amendments.
- 5. Pursuant to Section 607.1002 of the Florida Statutes, shareholder action was not required to approve the Directors’ Amendments.
- 6. Accordingly, the Directors’ Amendments and the Other Amendments have been duly adopted and approved, and are duly authorized by all appropriate corporate action required under the Florida Business Corporation Act and, as a result thereof, the filing of the Amended and Restated Articles of Incorporation of the Corporation to which this Certificate relates has been authorized by all necessary corporate action on the part of the Corporation.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation as of this 3rd day of June 2010.

**DIALYSIS CORPORATION OF
AMERICA**

By: 
Name: Thomas L. Weinberg
Title: Vice President, Secretary

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of _____ in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: _____
2. The principal office address: _____

3. The mailing address (if different): _____

4. Date of incorporation/qualification: _____ Document number: _____
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CFRA, LLC
4221 West Bay Scout Blvd., Ste. 1000
P.O. Box NOT acceptable
Tampa, FL 33607

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Signature of an officer or director

Printed or typed name and title

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Richard A. Denman
Signature of Registered Agent

6/3/10
Date

If signing on behalf of an entity:

Richard A. Denman
Typed or Printed Name

***** FILING FEE: \$35.00 *****

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)