

# 573795

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### COR AMND/RESTATE/CORRECT OR O/D RESIGN ALLERGY AFFILIATES, INC

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H19000174149 3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALLERGY AFFILIATES, INC.  
(Document Number 573795)**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "Act"), **ALLERGY AFFILIATES, INC.** (the "**Corporation**"), a Florida corporation organized and existing under the Florida Business Corporation Act, does hereby certify:

1. The Articles of Incorporation of Allergy Affiliates, Inc. were initially filed with the State of Florida on May 26, 1978, and were subsequently amended by Articles of Amendment filed on June 9, 1992 and October 14, 2010.
2. The Corporation hereby adopts these Amended and Restated Articles of Incorporation (the "**Amended and Restated Articles**"), which replace the original Articles of Incorporation and all amendments thereto.
3. The Amended and Restated Articles were duly approved and adopted by unanimous written consent of the Board of Directors of the Corporation (the "**Board**") and sole Shareholder dated May \_\_, 2019. The number of votes cast by the Shareholders was sufficient for approval.
4. The original Articles of Incorporation and all amendments and supplements thereto are hereby superseded and replaced in their entirety by the Amended and Restated Articles, which are as follows:

**ARTICLE I - NAME**

The name of the Corporation is **ALLERGY AFFILIATES, INC.**

**ARTICLE II - DURATION**

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE III - ADDRESS**

The street and mailing address of the current principal place of business of the Corporation is:

6220 Manatee Avenue  
Suite 201  
Bradenton, FL 34209

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H19000174149 3

**ARTICLE IV - REGISTERED AGENT AND REGISTERED ADDRESS**

The name and the street address of the registered agent are:

Erin Smith Aebel, Esq.  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, FL 33602

**ARTICLE V - PURPOSE**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of rendering professional medical services including, but not limited to, the diagnosis and treatment of adult and pediatric allergies, to the general public and to do all things in connection therewith that are customarily done by licensed physicians under the laws of the State of Florida; provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice said profession therein.

**ARTICLE VI - CAPITAL STOCK**

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. None of the shares of stock of this corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida. No shareholder of this corporation may sell or transfer his or her shares in this corporation except to another individual who is eligible to be a shareholder of this corporation.

**ARTICLE VII - LIMITATION OF LIABILITY**

To the fullest extent permitted under the Act and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, action or failure to act, regarding corporate management or policy, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831 of the Act (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the Act and other applicable law, a director of the Corporation shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the Act (or a successor provision of such law) as the same exists or may hereafter be amended. If the Act is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Act, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation existing at the time of

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such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

**ARTICLE VIII - INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX - BYLAW AMENDMENTS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board and the shareholders of the Corporation is expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Amended and Restated Articles, For the shareholders to make, alter, amend or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board may freely alter, amend or repeal the Bylaws of the Corporation unless (a) these Amended and Restated Articles or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders of the Corporation, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

**ARTICLE X - AMENDMENTS TO ARTICLES**

The Corporation reserves the right to alter, amend or repeal any provision contained in these Amended and Restated Articles, or any amendment thereto, in the manner provided in the Act (as the same exists or may hereafter be amended).

\* \* \* \* \*

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signature page follows.]*

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IN WITNESS WHEREOF, the undersigned, for the purpose of amending and restating the Articles of Incorporation of the Corporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles as of May 31, 2019.

ALLERGY AFFILIATES, INC

By: Goetika Sabharwal  
Name: Goetika Sabharwal  
Title: President

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