

601197

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EYE SPECIALISTS OF MID-FLORIDA, P.A.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EYE SPECIALISTS OF MID-FLORIDA, P.A.**

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Eye Specialists of Mid-Florida, P.A., a professional service corporation organized under the provisions of the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act (collectively, the "Act"), files these Amended and Restated Articles of Incorporation pursuant to the Act:

1. The name of this corporation is Eye Specialists of Mid-Florida, P.A.
2. These Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation, as originally filed on July 8, 1969 (Document No. 601197), and amended on January 3, 1970, October 9, 1974, February 2, 1982, August 15, 1989, October 19, 1994 and August 9, 1999, requiring shareholder and director approval.
3. These Amended and Restated Articles of Incorporation were duly adopted and approved by the directors and the shareholders of the corporation pursuant to Sections 607.0704 and 607.0821 of the Act pursuant to actions by written consent of all of the directors and the shareholders of the corporation dated as of January 2, 2013.
4. The number of votes cast for these Amended and Restated Articles of Incorporation by the shareholders and directors of the corporation was sufficient for approval.
5. The corporation's initial Articles of Incorporation, as amended prior to the date hereof, are amended and restated in their entirety and replaced with the following:

ARTICLE I - NAME

The name of this corporation is Eye Specialists of Mid-Florida, P.A. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 407 Avenue K, S.E., Winter Haven, Florida 33884. The mailing address of the Corporation is 407 Avenue K, S.E., Winter Haven, Florida 33884.

ARTICLE III - PURPOSE

The primary purpose of the Corporation is to engage in every aspect of the practice of medicine, consistent with Chapter 621, Florida Statutes, as such chapter may be amended from time to time.

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ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 10,000. Such shares shall be of a single class of voting stock and shall have a par value of \$1.00 per share. Shares shall be issued only to doctors authorized and licensed to practice medicine in Florida.

ARTICLE V - REGISTERED AGENT AND OFFICE

The street address of the registered office of the Corporation is 407 Avenue K, S.E., Winter Haven, Florida 33884, and the name of the registered agent of the Corporation at that address is Daniel W. Welch.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII - INDEMNIFICATION

A. Indemnity. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his/her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

B. Expenses. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VII A. above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director or

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officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article VII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving, at the request of the Corporation, as a director or officer of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE VIII - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a Corporation and one or more of its directors, or between a Corporation and any other Corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his/her or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

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ARTICLE IX – AMENDMENT

The Board and shareholders are expressly authorized to make, repeal, alter, amend and rescind any or all of these Articles of the Corporation only upon the unanimous vote or express written consent of all shareholders.

* * *

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed on behalf of the Corporation by its President as of January 2, 2013.



Daniel W. Welch, President

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