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601918



ACCOUNT NO. : 072100000032

REFERENCE : 189031 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 16, 1996

ORDER TIME : 9:08 AM

ORDER NO. : 189031-005

CUSTOMER NO: 132254A

500002029495--0  
-12/16/96-01013-026  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Jeffrey J. Kallan, Esq  
Bronstein Carlson Gleim &  
Suite 1100  
150 Second Avenue, North  
St. Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: COMENHAVER, BELL &  
ASSOCIATES, M.D.'S P.A.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

*Name Change w/ Amendment*  
*12-17-96*  
*[Signature]*

FILED  
96 DEC 16 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 16 AM 10:46  
DIVISION OF CORPORATION



RECEIVED  
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State  
DIVISION OF CORPORATIONS

December 16, 1996

CSC NETWORKS  
SUSANA ROMAGOSA  
TALLAHASSEE, FL

SUBJECT: COPENHAVER, BELL & ASSOCIATES, M.D.'S, P.A.  
Ref. Number: 601918

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for COPENHAVER, BELL & ASSOCIATES, M.D.'S, 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 word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.~~

On page 4 of the Amendment it states that a copy of such Written Action follows these Amended Articles of Incorporation. Please indicate whether a copy of the Written Action will be attached to this Amendment or Not.

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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 996A00056035

ARTICLES OF AMENDMENT

OF

COPENHAVER, BELL & ASSOCIATES, M.D.'S, P.A.

96 DEC 16 PM 1:08  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida General Corporation Act, the Professional Service Corporation Act and its Bylaws, hereby amends its Articles of Incorporation in its entirety and hereby adopts the following Amended Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Copenhaver, Bell & Associates, M.D.'s, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

#### ARTICLE IV

##### CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are Roger D. Copenhaver, Jr., M.D., 1421 Court Street, Suite A, Clearwater, Florida 34616.

#### ARTICLE VI

##### BOARD OF DIRECTORS

This corporation shall have four (4) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the directors of this corporation are Roger D. Copenhaver, Jr., M.D., John W. Bell, M.D., Terry R. Meadows, M.D. and Frank Pidala, M.D., 1421 Court Street, Suite A, Clearwater, FL 34616.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of this Corporation were Roger D. Copenhaver, Jr., M.D., 1421 Court Street, Suite A, Clearwater, FL 34616.

#### ARTICLE VIII

##### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE IX

##### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE X

##### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

The Amended Articles of Incorporation have been adopted by written action of the Directors and shareholders of the Corporation pursuant to Section 607.181(3), Florida Statutes.

A copy of such Written Action follows these Amended Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 12 day of DEC, 1996.

(CORPORATE SEAL)

Copenhaver, Bell & Associates,  
M.D.'s, P.A.

By: 

John W. Bell, M.D., President

117749

813 898 8811

FROM : BRONSTEIN CARLSON ET AL

813 898 8811

1996.12-17

09:44

#645 P.02/03

WRITTEN ACTION IN LIEU OF  
SPECIAL MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS  
OF  
COPENHAVER, BELL & ASSOCIATES, M.D.'S, P.A.

The undersigned, being all of the members of the Board of Directors and all the shareholders of Copenhaver, Bell & Associates, M.D.'s, P.A., a Florida corporation (the "Corporation"), acting without meeting pursuant to the Bylaws of the Corporation, the Florida General Corporation Act and the Florida Professional Service Corporation Act hereby consent to and adopt the following preambles, resolutions and actions:

1. RESOLVED, that this Written Action shall be in lieu of a joint special meeting of the Board of Directors and Shareholders of the Corporation.
2. WHEREAS, pursuant to Chapter 621, Florida Statutes, the stock of a professional association cannot be held by a person who is not duly licensed to render the professional service for which the professional association was organized; and

WHEREAS, in order to permit sale of stock in the corporation to a non-physician, it is in the best interest of the Corporation that it be converted to a regular corporation under Chapter 607, Florida Statutes, and that its Articles of Incorporation be amended in their entirety as set forth on the Articles of Amendment, a copy of which has been submitted to the Shareholders and Board of Directors; now, therefore, it is

RESOLVED, that the Articles of Amendment to the Articles of Incorporation of Copenhaver, Bell & Associates, M.D.'s, P.A. be and the same are hereby approved.

FURTHER RESOLVED that the officers of the Corporation are authorized, directed and empowered to execute the Articles of



Amendment and to file same with the Florida Department of State.

FURTHER RESOLVED, that the title of the Bylaws of the Corporation, the corporate seal and the certificates evidencing shares of the Corporation be changed to reflect the new corporate name, as found in the Articles of Amendment.

3. WHEREAS, it has been determined to be in the best interest of the Corporation to adopt a policy whereby the Corporation shall not interfere with the independent medical judgement of physician employees; now therefore, it is

RESOLVED, that the Amended and Restated Bylaws of the Corporation shall be amended by adding a new Article.

FURTHER RESOLVED, that the First Amendment to Amended and Restated Bylaws, a copy of which is attached here marked Exhibit "A", is hereby adopted and approved and the Secretary of the Corporation is instructed to insert the First Amendment to Amended and Restated Bylaws in the corporate minute book.

DATED this 12 day of December, 1996.

  
Roger D. Copenhagen, Jr., M.D.

  
John W. Bell, M.D.

  
Frank A. Bidala, M.D.

  
Terry R. Meadows, M.D.