

F18000003178

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

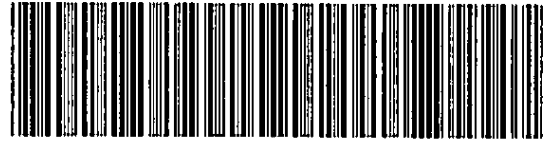
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APR 29 2019

R. WHITE
JUN 11 2019

2019 JUN 10 PM 5:21

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Diversified Radiology of Colorado, Professional Corporation
Name of Corporation

DOCUMENT NUMBER: F18000003178

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brooke Basham

Name of Contact Person

US Radiology Specialists, Inc.

Firm/Company

700 E. Morehead Street, Ste. 300

Address

Charlotte, NC 28202

City/State and Zip Code

brooke.basham@usradiology.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julie Szeker

Name of Contact Person

at (704) 334-7800

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2019

BROOKE BASHAM
700 E MOREHEAD ST STE 300
CHARLOTTE, NC 28202

SUBJECT: DIVERSIFIED RADIOLOGY OF COLORADO, PROFESSIONAL
CORPORATION
Ref. Number: F18000003178

We have received your document for DIVERSIFIED RADIOLOGY OF COLORADO, PROFESSIONAL CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Rebekah White
Regulatory Specialist III

Letter Number: 319A00009328

STANDARD
MAIL/REG. MAIL

2019 JUN 10 PM 12:12

RECEIVED

(Pursuant to s. 607.1504, F.S.)

SECTION I

F18000003178

(Document number of corporation (if known))

1. Diversified Radiology of Colorado, Professional Corporation

(Name of corporation as it appears on the records of the Department of State)

2 Colorado

(Incorporated under laws of)

3 07/11/2018

(Date authorized to do business in Florida)

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/30/2018

5. Diversified Radiology of Colorado, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Julie Szeker

(Typed or printed name of person signing)

VP/Secretary

(Title of person signing)

2019 JUN 10 PM 5:21

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Amended and Restated Articles of Incorporation

with Document # 20181940924 of
Diversified Radiology of Colorado, Inc.

Colorado Corporation

(Entity ID # 19911002154)

consisting of 5 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 05/31/2019 that have been posted, and by documents delivered to this office electronically through 06/03/2019@ 12:47:52.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 06/03/2019 @ 12:47:52 in accordance with applicable law. This certificate is assigned Confirmation Number 11608952.



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
 Date and Time: 11/30/2018 03:22 PM
 ID Number: 19911002154
 Document number: 20181940924
 Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-110-107 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

1. For the entity, its ID number and entity name are

ID number 19911002154
(Colorado Secretary of State ID number)
 Entity name DIVERSIFIED RADIOLOGY OF COLORADO, P.C.

2. The new entity name (if applicable) is Diversified Radiology of Colorado, Inc.
 3. The amended and restated constituent filed document is attached.
 4. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.
 5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are 12/01/2018 12:01 AM
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing
 address of the individual causing
 the document to be delivered for
 filing are

Feeney Abby _____
(Last) (First) (Middle) (Suffix)
1211 Avenue of the Americas
(Street name and number or Post Office Box information)
c/o Ropes & Gray
New York NY 10036
(City) (State) (Postal/Zip Code)
United States
(Province - if applicable) (Country - if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIVERSIFIED RADIOLOGY OF COLORADO, INC.**

I, the undersigned individual, do hereby adopt the following Articles of Incorporation as the Articles of Incorporation of Diversified Radiology of Colorado, Inc.

ARTICLE I

The domestic entity name of the corporation is Diversified Radiology of Colorado, Inc. (the "*Corporation*").

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The objectives and purposes of which the Corporation is organized and the nature of the business carried on by it are as follows:

1. To operate a Colorado provider network under Part 3, Article 18 of title 6, C.R.S., to permit persons licensed or certified by the State of Colorado to provide professional healthcare services, depending on their licensure, as participants in an integrated provider network. While the Corporation is not licensed to and shall not as an entity provide professional health care services requiring licensure or certification through the State, the Corporation shall at all times comply with the standards of professional conduct promulgated by the various licensure boards for the healthcare professionals furnishing services through the Corporation. The Corporation's status as a Colorado provider network shall not exempt any licensed or certified professional employed by or affiliated with the Corporation from compliance with any licensure or regulatory statute, nor shall any scope of practice of any such provider be expanded, reduced, or otherwise modified by virtue of membership in or affiliation with the Corporation.

2. This Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by the laws of Colorado only in furtherance of and subject to the limitations stated in the preceding paragraph.

3. No provision in these Amended and Restated Articles of Incorporation, and no agreement, arrangement or understanding by or between the Corporation and any professional licensed or certified by the State of Colorado shall affect the exercise of the licensed, certified or registered professional's independent judgment in the practice of the profession, and the Corporation shall not practice medicine or any other licensed profession. No licensed professional shall be required to exclusively refer any patient to a particular provider or supplier or take any other action the licensed professional determines not to be in the patient's best interest. In all other respects, the business affairs of the Corporation shall be managed by a board of directors. Nothing in these Amended and Restated Articles of Incorporation shall be construed to cause the Corporation to be vicariously liable to a patient or third person for the professional negligence or

other tortious conduct of a licensed professional who is a shareholder or employee of the Corporation.

4. The Corporation intends that any provision of Article 29.5, 32, or 33 of title 12, C.R.S., or any of the provisions of articles 35, 36, and 38 to 43 of title 12, C.R.S., prohibiting the practice of any licensed or certificated health care profession as the partner, agent, or employee of or in joint venture with a person who does not hold a license or certificate to practice such profession within the State of Colorado shall not apply to professional practice if a professional is participating in a Colorado provider network.

ARTICLE IV

1. The aggregate number of shares which the Corporation shall have authority to issue shall be fifty thousand (50,000) shares, which shall consist of one class only, designated as common shares. The shares shall have no par value.

2. The Corporation shall also have the right to impose additional restrictions on the transfer of all, or any part of, its shares and may become a party to agreements entered into by any of its shareholders restricting transfer or encumbrance of any of its shares, or subjecting any of its shares to repurchase or resale obligations.

ARTICLE V

Shareholders of the Corporation shall not have pre-emptive rights to acquire additional or treasury shares of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges, or stock rights or options.

ARTICLE VI

The number of directors may be increased or decreased from time to time in accordance with the by-laws of the Corporation.

ARTICLE VII

Cumulative voting shall not be permitted in the election of directors.

ARTICLE VIII

The initial registered office of the Corporation shall be 7700 E Arapahoe Rd, Ste 220, Centennial, CO 80112-1268, and the initial registered agent at such address shall be the Corporation Company. The principal office of the Corporation shall be 1746 Cole Blvd., Suite 150, Lakewood, CO 80401.

ARTICLE IX

No director shall have personal liability to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director except for (1) any breach of the director's duty of loyalty to the Corporation or its shareholders; (2) acts or omissions not in good

faith or which involve intentional misconduct or a knowing violation of law; (3) acts specified in Section 7-109-403 of the Colorado Business Corporation Act; or (4) any transaction from which the director derived an improper personal benefit.

Accepted and Agreed:

By: Sean O. Bryant, M.D.
Name: Sean Bryant
Title: President