

G 88342

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
LEWIS & KLANCKE CARDIOLOGY, P.A.

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December 18, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LEWIS & KLANCKE CARDIOLOGY, P.A.
695 NORTH CLYDE MORRIS BLVD
DAYTONA BEACH, FL 32114

SUBJECT: LEWIS & KLANCKE CARDIOLOGY, P.A.
REF: G88342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the date in paragraph 1 to 4-27-92 instead of 4-15-92 (date the articles were amended).

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H14000291212
Letter Number: 814A00026786

P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
for
LEWIS & KLANCKE CARDIOLOGY, P.A.
a Florida professional service corporation**

14 DEC 18 AM 11:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act ("FBCA"), LEWIS & KLANCKE CARDIOLOGY, P.A., a Florida professional service corporation ("Corporation"), certifies that:

1. The original articles of incorporation of the Corporation were filed by the Department of State on March 1, 1984 and were amended on April 27, 1992 (collectively, the "Articles of Incorporation");

2. The Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors on December 9, 2014;

3. The Articles of Incorporation of the Corporation are amended and restated as follows:

ARTICLE 4 of the Articles of Incorporation is amended to authorize One Thousand Five Hundred (1,500) shares of Common Stock, \$1.00 par value per share;

ARTICLE 5 of the Articles of Incorporation is amended to change the name and address of the Corporation's principal office;

ARTICLE 6 of the Articles of Incorporation is amended in respect of the name and number of Directors of the Corporation;

ARTICLE 7, 8 and 9 of the Articles of Incorporation are deleted in their entirety;

ARTICLES 10 and 11 of the Articles of Incorporation are renumbered as **ARTICLES VII and VIII**, respectively;

ARTICLE 12 of the Articles of Incorporation is deleted;

A new Article IX providing for indemnification of Directors of the Corporation is added

4. These amendments to the Articles of Incorporation were duly adopted by the shareholders of the Corporation on December 9, 2014.

5. There are no discrepancies between the provisions of the Articles of Incorporation, as amended, and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the foregoing amendments, which were adopted pursuant to Section 607.1003 of the FBCA, and the omission of matters of historical interest.

The text of the Articles of Incorporation of the Corporation is restated with the amendments described above, effective as of the date of filing with the Department of State, to read as follows:

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**ARTICLE I
NAME**

The name of the Corporation is Lewis & Klancke Cardiology, P.A.

**ARTICLE II
DURATION**

The duration of this Corporation is perpetual and shall exist until dissolved according to law.

**ARTICLE III
PURPOSES**

The purposes for which this Corporation is organized are to engage in every phase and aspect of the general practice of medicine, including the practice of cardiology, rendering the same professional services to the public that a Doctor of Medicine duly licensed under Florida laws is authorized to render, but such services will be rendered only through the Corporation's officers, employees, and agents who are duly authorized under Florida law to practice medicine. The Corporation also may engage in any or all business lawfully authorized and not prohibited by the FBCA and which professional service corporations practicing medicine may engage in under the Florida Professional Service Corporation and Limited Liability Company Act, as each such statute may be amended from time to time.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to issue is one thousand five hundred (1,500) shares of common stock, \$1.00 no par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share, and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities. The capital stock of this Corporation may be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation upon a determination by the Board of Directors that the consideration received or to be received is adequate.

**ARTICLE V
PRINCIPAL OFFICE**

The principal office address and mailing address of the Corporation is 695 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114.

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**ARTICLE VI
BOARD OF DIRECTORS**

The number of Directors of this Corporation is eleven (11). The number of Directors may be increased or diminished from time to time by the shareholders. The following are the names and street addresses of the Board of Directors:

Kim A. Klancke, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Vance E. Wilson, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Glenn H. Rayos, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Oscar D. West, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Chad L. Broome-Webster, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Hanscy Seide, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Beth A. Bartholomew, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Alan S. Goldsmith, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Marielle Lazard, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Joshua A. Horenstein, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

Surya P. Rao, M.D.
695 N. Clyde Morris Boulevard
Daytona Beach, FL 32114

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**ARTICLE VII
VOTING TRUSTS**

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares of stock.


**ARTICLE VIII
SHAREHOLDERS**

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his or her shares of stock therein except to another individual who is eligible to be a shareholder hereunder.

**ARTICLE IX
INDEMNITY**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise. All rights to indemnification and advances under this Article IX shall be deemed to be a contract between the Corporation and each officer and director who serves or served in such capacity at any time while this Article IX is in effect, and as such, are enforceable against the Corporation. Any repeal or modification of this Article IX or any repeal or modification of the relevant provisions of the FBCA shall not in any way diminish these rights to indemnification of, or advances to any person indemnified hereunder, or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeals or modification.

~~December~~ THE UNDERSIGNED has executed these Amended and Restated Articles of Incorporation on November 9, 2014.



Glenn H. Rayos, M.D., its President

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