

547541

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600254351026

DIVISION OF CORPORATIONS

13 DEC -4 PM 4:14

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC -4 PM 9:41

Amended
Restarted
10/12/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 908796 4802694

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 35.00

ORDER DATE : December 4, 2013

ORDER TIME : 3:55 PM

ORDER NO. : 908796-020

CUSTOMER NO: 4802694

DOMESTIC AMENDMENT FILING

NAME: VISION 21 PHYSICIAN PRACTICE
MANAGEMENT COMPANY

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: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:

[Handwritten initials: 10]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 5, 2013

COROPORATION SERVICE COMPANY
ATTN: SUSIE KNIGHT
TALLAHASSEE, FL 32301

SUBJECT: VISION 21 PHYSICIAN PRACTICE MANAGEMENT COMPANY
Ref. Number: J47541

RESUBMIT

Please give original
submission date as file date.

We have received your document for VISION 21 PHYSICIAN PRACTICE MANAGEMENT COMPANY. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

Irene Albritton
Regulatory Specialist II

Letter Number: 813A00027737

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 DEC -5 PM 4:19
NOT A FINAL
TO A FINAL USE
SUFFICIENCY OF FILING

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

VISION 21 PHYSICIAN PRACTICE MANAGEMENT COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
13 DEC -4 AM 9:41

Vision 21 Physician Practice Management Company (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by the Board of the Directors of the Corporation on November 26, 2013 and approved by holders of a majority of issued and outstanding shares of Common Stock of the Corporation on November 26, 2013. Said vote was sufficient for approval.

2. The Articles of Incorporation of the Corporation originally filed on December 17, 1986, as amended, are hereby amended and restated in their entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is Vision 21 Physician Practice Management Company.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, County of Leon; and the name of the registered agent of the Corporation in the State of Florida at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted by and promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is fifty thousand (50,000) shares of Common Stock with a par value of one cent (\$.01) per share.

FIFTH: To the extent set forth in the By-laws and permitted by the Act, as the same exists or may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Elections of directors need not be by written ballot unless the By-laws of the Corporation so provide.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of Florida, the Board of Directors of the Corporation is authorized and empowered to adopt, alter, amend and repeal the By-laws of the Corporation in any manner not inconsistent with the laws of Florida.

NINTH: The Corporation shall indemnify its officers, directors, employees and agents to the extent set forth in the By-laws of the Corporation. Such indemnification may not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and may inure to the benefit of the heirs and legal representatives of such person.

TENTH: Meetings of the stockholders may be held within or without the State of Florida, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

* * * * *

I, Kirk Rothrock, the Chief Executive Officer of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 27th day of November, 2013.


By: Kirk Rothrock

Name: Kirk Rothrock

Title: Chief Executive Officer

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By:  Date 12-5-2013