

Division of Corporations

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K17537

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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DIVISION OF CORPORATIONS

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, P.A. INC.

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| Certificate of Status | 0 |
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Name change
Submitted on 12/30

A amended

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Corporate Filing Menu

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1-8-14

Resubmitted

Dr Art.



January 6, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.
291 SOUTHBALL LANE
201
MAITLAND, FL 32751US

PLEASE GIVE ORIGINAL SUBMISSION
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12/31

SUBJECT: THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.
REF: K17537

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.

The registered agent must sign accepting the designation.

Please state the date of adoption by the shareholders (see paragraph 4).

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.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H13000287012
Letter Number: 914A00000283

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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12/31

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.

FILED
13 DEC 31 PM 4 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC. (the "Corporation"), a corporation organized and existing under Chapter 607, Florida Statutes (the "Florida Statutes"), DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 3, 1988.

2. Pursuant to Chapter 607 of Florida Statutes, this Amended and Restated Articles of Incorporation amends and restates the provisions of the Articles of Incorporation of the Corporation in their entirety.

3. The Board of Directors of the Corporation duly adopted resolutions setting forth the proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof and recommended that such amendment and restatement of the Articles of Incorporation of the Corporation be adopted by the shareholders of the Corporation.

4. The proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof has been duly adopted by the shareholders of the Corporation in accordance with Chapter 607 of the Florida Statutes. The date of adoption is December 31, 2013.

5. The text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the Corporation is THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.

SECOND: The registered office of the Corporation in the State of Florida is located at 1201 Hays Street, Tallahassee, 32301. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607, Florida Statutes.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 100 shares of Common Stock, \$1.00 par value per share. Each share of Common Stock shall be entitled to one vote.

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FIFTH: The name and mailing address of the original incorporator is: James L. Riley, M.D., 291 Southhall Lane, Suite 201, Maitland, Florida 32751.

SIXTH: Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote.

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The size of the Board of Directors shall be determined as set forth in the by-laws of the Corporation, as in effect from time to time (the "By-laws"). The election of directors need not be by written ballot unless the By-laws shall so require.

EIGHTH: In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.

NINTH: A director of the Corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Florida Statutes as in effect at the time such liability is determined. No amendment or repeal of this paragraph NINTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH: (a) The Corporation shall, to the maximum extent permitted from time to time under applicable law, indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, (i) by reason of the fact that such person is or was a director or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans or (ii) in such person's capacity as an officer, employee or agent of the Corporation or in such person's capacity as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, that such person is or was serving at the request of the Corporation (each such person described in the foregoing clauses (i) and (ii), a "Covered Person"), against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the

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foregoing shall not require the Corporation to indemnify any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person other than an action authorized by the Board of Directors. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph TENTH shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph TENTH shall not adversely affect any right or protection of a Covered Person with respect to any acts or omissions of such Covered Person occurring prior to such repeal or modification.

(b) The Corporation shall pay on a current and as-incurred basis expenses incurred by any Covered Person in defending or otherwise participating in any action, suit, proceeding or claim in advance of the final disposition of such action, suit, proceeding or claim, including appeals, upon presentation of (i) an unsecured written undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification hereunder and (ii) adequate documentation reflecting such expenses.

(c) It is the intent that with respect to all advancement and indemnification obligations under this paragraph TENTH, the Corporation shall be the primary source of advancement, reimbursement and indemnification relative to any direct or indirect shareholder of the Corporation (or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries). The Corporation shall have no right to seek contribution, indemnity or other reimbursement for any of its obligations under this paragraph TENTH from any such direct or indirect shareholder of the Corporation (or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries).

(d) The Corporation shall have the power to purchase and maintain, at its expense, insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any expense, liability or loss asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Statutes or the terms of these Articles of Incorporation.

ELEVENTH: The books of the Corporation may (subject to any statutory requirements) be kept outside the State of Florida as may be designated by the Board of Directors or in the by-laws of the Corporation.

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IN WITNESS WHEREOF, the Corporation has caused these Second Amended and Restated Articles of Incorporation to be signed by Kristen Bratberg, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his act and deed, this 31st day of December, 2013.

THE JOSEPH L. RILEY ANESTHESIA
ASSOCIATES, INC.

By: 

Name: Kristen Bratberg

Title: President

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1/7/2014 11:40:20 From: To: 8506176380

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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: Stephanie Milnes Date 12/31/13

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