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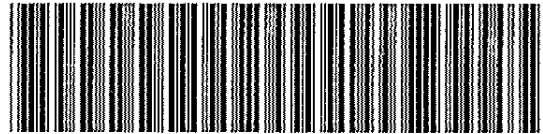
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 989166 9104A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 25.00

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TALLAHASSEE, FLORIDA

ORDER DATE : November 23, 2004

ORDER TIME : 9:21 AM

ORDER NO. : 989166-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight LLP
Suite 1600
200 Central Avenue
St Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

NAME: FREEPATH, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF

FREEPATH, P.L.

formerly known as

FREEPATH, LLC

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TALLAHASSEE, FLORIDA

The name of the limited liability company (the "Company") is hereby changed from "FreePath, LLC" to "FreePath, P.L." The date of filing of the Articles of Organization of the Company as FreePath, LLC was December 17, 2001, as document L01000022106.

The Amended and Restated Articles of Organization of the Company shall read as follows:

**ARTICLE I
NAME**

The name of the limited liability company is **FreePath, P.L.** (the "Company").

**ARTICLE II
ADDRESS**

The Company's principal street and mailing address is 4412 W. Osborne Ave., Tampa, FL 33614.

**ARTICLE III
DURATION AND CONTINUATION**

The Company shall have perpetual existence. The death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member will not cause dissolution of the Company, and the remaining Member(s) have the right to continue the business of the Company, such to the provision of these Articles and applicable law.

ARTICLE IV PURPOSE

The purpose for which the Company is being formed is to engage in the practice of medicine, including without limitation the specialty of pathology and each of its subspecialties.

ARTICLE V ELECTION TO BE TAXED AS A PROPRIETORSHIP OR PARTNERSHIP

The Company shall elect to be taxed as a proprietorship or partnership, as the case may be, for federal and state income taxes, as from time to time applicable.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent of the Company to accept service of process within this state are:

Name: Alan M. Freedman, M.D.
Address: 4412 W. Osborne Ave., Tampa, FL 33614

ARTICLE VII MEMBERS

A. Persons who have legal and beneficial ownership interests in the Company are referred to herein as "Members." Members may be "Capital Members" or "Income Members" or both, as provided in the Operating Agreement. The capital interests of Capital Members in the Company are referred to as "Shares." Additional Members may be admitted upon approval in the manner set forth in the Operating Agreement of the Company; however, no one may be admitted as a Member unless such person is a physician licensed to practice medicine in Florida, or is an entity formed under Fl. Stat. 621 owned by one or more such physician(s).

B. If any Member who has been rendering professional services as a physician to the public becomes legally disqualified to render professional services as a physician within the State of Florida, or if the Member accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then, in any such event, such person's office and/or employment with, and/or Shares in, this Company shall immediately and automatically cease and terminate except to receive payment for whatever Shares in this Company may be owned by the person as a Member.

C. The Shares of the Member whose interest is terminated because of the application of the preceding subparagraph shall not thereafter be entitled to voting rights (except as provided hereinafter in regard to liquidation and dissolution or amendment).

D. The Shares owned by a Member who has become disqualified to render professional services as a physician shall forthwith be transferred, sold, purchased, or redeemed at such price or value and under such terms as are authorized or set forth in the Operating Agreement or any other Members' agreement, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code then in effect.

E. However, if a sole Member of this Company becomes disqualified to render professional services for the Company, the Company shall cease all business or professional activity until the Member's Shares are transferred to a person duly qualified to render professional services as a physician, or until the Company is liquidated and dissolved, or until those Articles are amended into a regular business organization under applicable law, and for those limited purposes only the Member shall have voting rights as to his or her Shares.

ARTICLE VIII MANAGEMENT

The Company is a manager-managed company.

ARTICLE IX OPERATING AGREEMENT

As used in these Articles, "Operating Agreement" has the same meaning as "operating agreement" in Chapter 608, Florida Statutes. The power to adopt, alter, amend, or repeal the Operating Agreement of the Company is vested in the Members of the Company. However, the Manager(s) may adopt emergency Operating Agreement provisions, provided no such Operating Agreement provisions shall change the procedures for calling Member or Manager meetings, setting quorum requirements or designating substitute or additional Managers, or change the interests of Members.

ARTICLE X VOTING OF MEMBERS

The voting rights of Members shall be specified in the Operating Agreement. Members may have voting or non-voting Shares.

**ARTICLE XI
CAPITAL ACCOUNTS OF MEMBERS**

Members of the Company shall maintain a capital account in accordance with the Operating Agreement.

**ARTICLE XII
PROFITS AND LOSSES**

Except as otherwise provided in the Operating Agreement, profits, losses, and credits shall be allocated among Members in the ratios of their respective Shares.

IN WITNESS WHEREOF, the undersigned, has hereunto signed these Articles as of the 17th day of November, 2004 for the purpose of organizing this Company under the laws of the State of Florida.


Alan M. Freedman, M.D.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Alan M. Freedman, M.D.

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