

L09000031067

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T. HAMPTON

APR 13 2009

EXAMINER



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 957076 7519059

AUTHORIZATION

COST LIMIT : \$ 25.00

ORDER DATE : April 10, 2009

ORDER TIME : 3:25 PM

ORDER NO. : 957076-005

CUSTOMER NO: 7519059

DOMESTIC AMENDMENT FILING

NAME: ATLANTIC CLINICAL SERVICES,  
LLC

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER'S INITIALS: \_\_\_\_\_

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
of  
ATLANTIC CLINICAL SERVICES, LLC**

The undersigned, as the sole "Member," amends and restates the Articles of Organization of **Atlantic Clinical Services, LLC**, filed **March 30, 2009** with the Florida Department of State as document number **L09000031067**, as provided below:

**ARTICLE I.  
NAME**

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

**ARTICLE II.  
ADDRESS**

The Company's initial principal street and mailing address is **4767 New Broad Street, Orlando, Florida 32814**.

**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, subject to the provision of these Articles, the Operating Agreement and applicable law.

**ARTICLE IV.  
PURPOSE**

The Company is reorganized under Fl. Stat. §621, and to the extent applicable, Fl. Stat §608. The purpose of the Company is to engage in the **practice of medicine**, and each of its subspecialties, without limitation, through one or more physicians licensed under Florida Statutes Chapters 458 or 459, or other applicable law. The services of physicians are referred to as "professional services."

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## 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: Corporation Service Company  
Address: 1201 Hays Street, Tallahassee, Florida 32301

## ARTICLE VII. MEMBERS AND DISQUALIFIED MEMBERS

A. Persons who have interests in the capital of the Company are referred to herein as "Members." The interests of a Member in the Company are referred to as "Shares."

B. Additional Members may be admitted upon the approval of the Members of the Company in the manner set forth in the "Operating Agreement" between the Company and its Members or as otherwise agreed by all of the Members; however, no one may be admitted as a Member unless such person is a physician licensed to practice medicine in Florida under chapters 458 or 459, or their successor chapters.

C. No transfer of a Member's Shares shall be permitted except in accordance with the Operating Agreement and applicable law.

D. If a physician, who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services (each a **Disqualification Event**), that person (the **Disqualified Person**) shall sever all employment with, and financial interests in, the Company forthwith.

E. In the event a Member becomes a Disqualified Person, the Disqualified Person's Shares in the Company are redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event. No Shares held by the Member who is a Disqualified Person shall be considered outstanding upon and after the Disqualification Event, the Disqualified Person who is a Member shall not be entitled to vote or participate in any Company or Member action and shall cease to be a Member, manager, employee, officer, or director, of the Company immediately effective as of the Disqualification Event, and the sole right and entitlement of the Member who is a Disqualified Person shall be to receive the Redemption Price for the Member's shares (the **Redeemed Shares**).

F. The Redemption Price for the Redeemed Shares shall be as set forth in the Operating Agreement or other Members' agreement, if any, 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. Any delay in the determination of the price shall not constitute grounds for the Member who is Disqualified Person to continue as a Member and his or her status shall be that solely of a creditor.

G. The Redemption Price for the Redeemed Shares shall be paid in accordance with the provisions of the applicable Operating Agreement or Members' agreement, if any, and if not, at the election of the Company, shall be paid in cash or in not more than sixty (60) monthly installments of principal and interest with interest computed at the Applicable Federal Rate. The closing shall occur within thirty (30) days after the Company first acquires actual knowledge of the Disqualification Event or, if later, within five (5) days after determination of the Redemption Price by arbitration if submitted to arbitration.

H. Provided, however, if the sole Member of this Company is or becomes a Disqualified Person the Company shall promptly amend these articles or take such other legal action as shall be necessary or appropriate to cause the company to change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 608, Florida Statutes, the Company shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

I. If at the time a Member becomes a Disqualified Person, the Company provides, or the Member is required to provide, professional liability insurance, upon the Disqualification Event, the Member who has become a Disqualified Person shall promptly provide an extended coverage endorsement ("tail coverage") in regard to the Member's professional liability insurance policy then in effect, with the same coverage limits and for a period of not less than four years, or if less the maximum period available under the professional liability insurance policy then in effect.

J. Upon an failure of the Member to provide the Company with a valid and binding certificate of tail coverage from the insurer, the Company may, in the discretion of a majority vote of its Member(s) who are not Disqualified Persons, purchase such coverage and offset the premium therefore against the Redemption Price, to the extent of the Redemption Price, with the Member remaining liable for any excess premium.

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#### **ARTICLE VIII. MANAGEMENT**

The Company is a manager-managed company.

#### **ARTICLE IX. EMERGENCY REGULATIONS**

The power to adopt, alter, amend, or repeal the Operating Agreement is vested in the Members of the Company. However, the Manager(s) may adopt "Emergency Regulations," provided no such Emergency Regulations shall change the procedures for calling Member or Manager meetings, setting quorum requirements or designating substitute or additional Managers.

#### **ARTICLE X VOTING OF MEMBERS**

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


#### **ARTICLE XI. CAPITAL ACCOUNTS OF MEMBERS**

Each Member of the Company shall maintain a capital account in accordance with the Operating Agreement and applicable law.

#### **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 7th day of April, 2009 for the purpose of organizing this Company under the laws of the State of Florida.

  
Alan M. Freedman, M.D. *manager member*

#### **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Company, at the

place designated in this certificate, the undersigned hereby accepts and agrees to act in this capacity, and agrees to comply with the provision of Fl. Stat. §§ 608 and 621, and other applicable law, relative to keeping open said office. April \_\_, 2009.

Corporation Service Company

By: Doreen Wallace

**Doreen Wallace**  
**Assistant Vice President**

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