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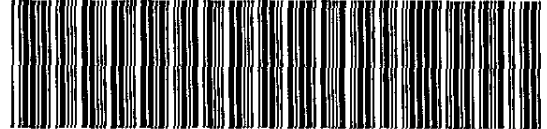
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/27/03
Amend + N/C
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**SHUTTS
&
BOWEN
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

William D. McEachern, Esq.
Certified in Estate Planning

wmcachern@shutts-law.com
Phone: (561) 650-8544

May 20, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Jacques N. Farkas, M.D., P.A. - Articles of Amendment

Dear Ms./Sir:

Please find enclosed the original Articles of Amendment to the Articles of Incorporation of **Jacques N. Farkas, M.D., P.A.**, amending the corporation to **Jacques N. Farkas, M.D., Inc.**

Also enclosed is a check in the amount of \$35.00 representing your filing fee. Thank you for your cooperation in this matter.

If you have any questions or if I could be of further assistance, please do not hesitate to contact me.

Very truly yours,



William D. McEachern

WDM:sjg
Enclosures

WPBDOCS 7123058.1 S1G

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF JACQUES N. FARKAS, M.D., P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation of Jacques N. Farkas, M.D., P.A. as follows:

1. The name of the corporation is Jacques N. Farkas, M.D., P.A..
2. The Articles of Amendment to the Articles of Incorporation were adopted by all of the directors and shareholders of the Corporation on May 13, 2003, in the manner prescribed by Section 607.1003, as follows:

RESOLVED, the Articles of Incorporation of Jacques N. Farkas, M.D., P.A., are hereby amended in their entirety to read as follows, effective said May 13, 2003:

ARTICLE I

Name of Corporation

The name of this Corporation shall be Jacques N. Farkas, M.D., Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 5503 South Congress Avenue, #104, Atlantis, Florida 33462.

ARTICLE III

Purpose

This Corporation is organized for the purpose of providing physician services through physicians practicing in medicine, including, but not limited to neurosurgery, and for providing diagnostic medical and surgical care to members of the public, and for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which

the Corporation is organized and any and all acts amendatory thereof and supplement thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Board of Directors

This Corporation shall have one (1) director. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

ARTICLE VII

Officers

The affairs of this Corporation shall be managed by a President, Secretary, Treasurer, and such other additional officers as may be provided by the Bylaws, any combination of which titles may be united in one person. The officers shall serve as set forth in the Bylaws of the Corporation.

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors with a right of approval by the Shareholders.

ARTICLE IX
Amendment of Articles

These Articles may be amended at any time by the Board of Directors, and upon the approval of the Shareholders.

ARTICLE X
Indemnification

1. The Corporation hereby indemnifies any Officer or Director made a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor brought to impose a liability or penalty on such person for an act alleged to have been committed by such a person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

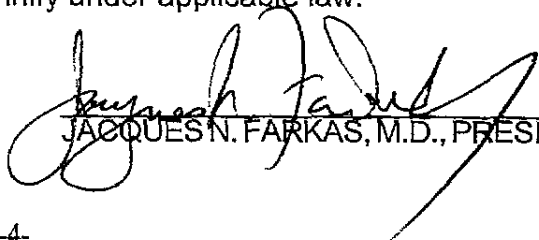
(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement or such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such

person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.


JACQUES N. FARKAS, M.D., PRESIDENT

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13 day of May, 2003, by Jacques N. Farkas, M.D., as President, of Jacques N. Farkas, M.D., Inc., a corporation, to me well known, or who produced _____ as identification. He executed the foregoing Articles of Amendment to the Articles of Incorporation of the Corporation in his capacity as President on behalf of the shareholders and directors of the Corporation, pursuant to a unanimous consent of the shareholders and directors of the Corporation, dated May 13, 2003, adopting the foregoing Articles of Amendment to the Articles of Incorporation.

(NOTARY SEAL)



Barbara J LaBounty
My Commission CC849739
Expires June 27, 2003

Barbara LaBounty - Florida Palm
Notary Public—State and County aforesaid Beach

BARBARA LABOUNTY
Print Name

My commission expires: 6/27/03