

OCT. 31. 2007 9:23AMns C S C

NO. 162 PP. 11 of 1

**Florida Department of State**  
Division of Corporations  
Public Access System

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H07000268518 3)))



H070002685183ABC4

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 617-6380

**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 OCT 31 PM 2:46

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**GENESIS WOMEN'S CENTER, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$35.00 |

RECEIVED

2007 OCT 31 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amanda Booth 2x4 2955

293793

Electronic Filing Menu

Corporate Filing Menu

Help

TS

NC  
Amey  
10/31/07

## ARTICLES OF AMENDMENT

## GENESIS WOMEN'S CENTER, INC.

## 3 Amendments.

The Articles of Incorporation, filed initially as document L69076, as amended, are further amended as follows:

## ❖ Change of Name.

Article I, titled "Name," is amended in its entirety to read as follows:

**ARTICLE I. NAME**

The name of the corporation is:

**GENESIS WOMEN'S CENTER, P.A.**

## ❖ Purpose.

Article II, titled "Purpose," is amended in its entirety to read as follows:

**ARTICLE II. PURPOSE**

This corporation is organized for pecuniary profit for the sole and specific purpose of engaging in the practice of medicine and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any lawful activity or business permitted to be engaged in by a professional corporation under Florida law.

## ❖ Management.

Article VII, titled "Management by Shareholders," is deleted in its entirety, and the following is substituted in its place to read in its entirety:

**ARTICLE VII. BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

FILED  
OCT 31 AM 9 16  
CLERK OF STATE  
TREASURY FLORIDA

❖ **Restraint.**

Article IX, titled "Restraint on Alienation of Shares," is amended to read in its entirety:

**ARTICLE IX. LOSS OF LICENSE; SEVERANCE AND  
TERMINATION OF EMPLOYMENT**

A. Except as provided in section D of this Article IX, if a shareholder of the corporation who has been rendering professional service 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 Shareholder**) shall sever all employment with, and financial interests in, the corporation forthwith. In the event a shareholder of the corporation becomes a **Disqualified Shareholder**, the **Disqualified Shareholder's** shares in the corporation are redeemed and shall be deemed to have been redeemed and cancelled effective as of the **Disqualification Event**, the shares held by the **Disqualified Shareholder** shall not be considered outstanding upon and after the **Disqualification Event**, the **Disqualified Shareholder** shall not be entitled to vote or participate in any corporate or shareholder action and shall cease to be an employee, officer, director, and/or shareholder of the corporation effective as of the **Disqualification Event**, and the **Disqualified Shareholder's** sole right and entitlement shall be to receive the **Redemption Price** for those redeemed shares (the **Redeemed Shares**). All shares of the capital stock of the corporation constitute redeemable shares which may be redeemed pursuant to the provisions of this Article IX.

B. The **Redemption Price** for the **Redeemed Shares** shall be as set forth in the Bylaws or shareholders' 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.

C. The **Redemption Price** for the **Redeemed Shares** shall be paid in accordance with the provisions of the applicable Bylaw or shareholders' agreement, if any, and if not, shall be paid in cash within thirty (30) days after the corporation 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.

D. Section A of this Article IX shall not apply if the sole shareholder of this corporation becomes a **Disqualified Shareholder** in such event, the corporation shall promptly amend these articles of incorporation or take such other legal action as shall be necessary or appropriate to cause the corporation 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 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the corporation shall be removed from the provisions of Chapter 621,

Florida Statutes, including, but not limited to, the right to practice a profession.

**2 Date of Adoption.**

The foregoing amendment was adopted by the shareholders on October 26, 2007 by written consent action.

**3 Effective Date.**

This amendment is effective upon filing with the Florida Secretary of State.

**4 Shareholder Approval.**

The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of October 26, 2007.

  
ARMANDO ROJAS, MD  
President