

M160745

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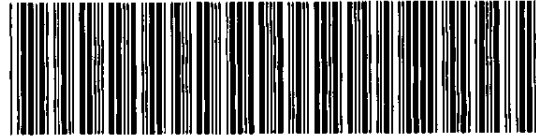
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R. White

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOUTHERN MEDICAL GROUP, P.A.

DOCUMENT NUMBER: M66745

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

CHRISTOPHER B. LUNNY
Name of Contact Person
RADEY LAW FIRM
Firm/ Company
301 S. BRONOUGH STREET, SUITE 200
Address
TALLAHASSEE, FL 32301
City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRISTINA DEMEO at (850) 425-6684
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

SOUTHERN MEDICAL GROUP, P.A.16 JAN 11 AM 9:57
ARTICLES OF AMENDMENT TO THE
ARTICLES OF PROFESSIONAL ASSOCIATION
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Chapter 607 and Chapter 621 of the Florida Statutes, the undersigned Professional Association adopts the following Articles of Amendment to its Articles of Professional Association:

1. The name of the Professional Association is Southern Medical Group, P.A.
2. The following amendment of the Articles of Professional Association was adopted by the stockholders of the Professional Association on the 12th day of October, 2015, in the manner prescribed by the Florida General Corporation Act.

Article III of the Articles of Professional Association is amended to read:

Article III

STOCK

The Corporation shall have two (2) classes of stock: Class "C" Common Stock and Class "I" Common Stock. Said classes of stock shall have the rights and privileges as set forth below.

1. Class "C" Common Stock The maximum number of shares of Class "C" Common Stock that the Corporation is authorized to have outstanding at any time shall be twenty thousand (20,000) shares of Class "C" Common Stock having a par value of one dollar (\$1.00) per share, all of which stock shall be common stock. All Class "C" Common Stock shall be fully paid and non-assessable. All Class "C" Common Stock issued shall be voting stock. Class "C" Common Stock may be paid dividends by the Corporation in such amounts as are determined by the Board of Directors.
2. Class "I" Common Stock The maximum number of shares of Class "I" Common Stock that the Corporation is authorized to have outstanding at any time shall be twenty thousand (20,000) shares of Class "I" Common Stock having a par value of one dollar (\$1.00) per share, all of which stock shall be common stock. All Class "I" Common Stock shall be fully paid and non-assessable. All Class "I" Common Stock issued shall be voting

stock. Class "I" Common Stock may be paid dividends by the Corporation in such amounts as are determined by the Board of Directors.

3. Preferences Limitation and Relative Rights of Each Class of Stock Shares of Class "C" Common Stock and shares of Class "I" Common Stock have exactly the same preferences, limitations and rights, except as set forth herein. Shares of Class "C" Common Stock and shares of Class "I" Common Stock have exactly the same preferences, dividend rights, and rights on liquidation and/or dissolution. The amount of and manner of payment of any dividends is exactly the same as to dividends paid on Class "C" shares and dividends paid on Class "I" shares. The only difference in rights in Class "C" Common Stock and Class "I" Common Stock is with respect to the voting rights of each class as set forth herein.

Class "C" Common Stock shall be issued to and held only by stockholders of the Corporation who are cardiologists.

Class "I" Common Stock shall be issued to and held only by stockholders of the Corporation who are internists.

4. Conversion of Shares Common Stock of the Corporation authorized and issued prior to the date of this amendment shall be converted to Class "C" or Class "I" Common Stock effective as of the date of this amendment with the Corporation issuing Class "C" Common Stock on a one-for one share basis to those stockholders as of the date of this amendment who are cardiologists, and with the Corporation issuing Class "I" Common Stock on a one-for one share basis to those stockholders as of the date of this amendment who are internists. Stock issued prior to the date of this amendment will be canceled upon issuance of the new Class "C" and Class "I" stock contemplated in this amendment.
5. Voting Rights of Class "C" Common Stock and Class "I" Common Stock Voting by shareholders owning Class "C" Common Stock and by shareholders owning Class "I" Common Stock shall be conducted separately. Class "C" Common Stock shall be considered as one voting group; Class "I" Common Stock as a separate voting group as provided for in Section 607.0726(2), Florida Statutes. Except as provided herein, action on a matter coming before the Corporation shall be approved only when voted upon by each of those voting groups counted separately as provided in Section 607.0725, Florida Statutes.
6. Anti-Deadlock Provision Notwithstanding that action on a matter coming before the Corporation generally requires approval of both the requisite number of Class "C" shares and Class "I" shares, the stockholders of the Corporation wish to provide an anti-deadlock provision in the Articles of Incorporation. This anti-deadlock provision can be implemented at any

time at any regular or special meeting of the stockholders in the event of a deadlock where one voting group votes to approve an action but the action fails as a result of the other voting group refusing to approve the action. An "anti-deadlock" vote may be taken upon the request of any two or more stockholders, regardless of the class to which such stockholders belong. In such an event, if a super majority vote of all shares of stock can be achieved (as calculated below) then the action shall be deemed approved by the corporation. The super majority that must be obtained is 65% of a quorum of the shares of stock of the corporation at any such regular or special meeting. In computing votes under this anti-deadlock provision for determining if the requisite super majority has been attained, Class "C" shares issued and outstanding shall be allocated 50% of the votes, and Class "I" shares shall be allocated 50% of the votes. In the event of such vote, each stockholder shall be allocated rights to vote calculated as a percentage as follows.

In such an anti-deadlock situation, each class "C" stockholder shall be allocated rights to vote calculated as follows:

$$X = \frac{\text{\# of Class "C" shares owned by the stockholder}}{\text{Total \# of Class "C" shares outstanding}} \times 50\%$$

Where "X" equals the percentage entitled to be voted by a Class "C" stockholder.

Similarly, in such as anti-deadlock situation each Class "I" stockholder shall be allocated rights to vote calculated as a percentage as follows:

$$Y = \frac{\text{\# of Class "I" shares owned by the stockholder}}{\text{Total \# of Class "I" shares outstanding}} \times 50\%$$

Where "Y" equals the percentage entitled to be voted by a Class "I" stockholder.

If the total votes in favor of corporate action (as so determined) equals or exceeds 65% of a quorum voting at any such regular or special meeting under these anti-deadlock provisions, then the subject action is deemed approved by the Corporation even if the subject action has not been approved separately by each voting group.

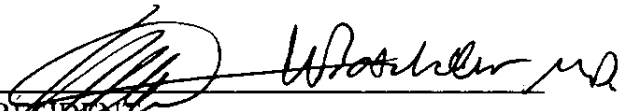
7. Delegation of Authority Among Divisions. The Corporation will have separate Divisions. During the course of operation, there are matters which will come before the Corporation but which only concern one (1) Division. In those instances, official corporate action on those matters shall be approved when voted upon by the owners in the respective Division. Class "C" shareholders hereby

authorize Class "I" shareholders to vote and decide, on behalf of the Corporation, all matters which require official corporate approval but which only concern Class "I" shareholders. Similarly, Class "I" shareholders hereby authorize Class "C" shareholders to vote and decide, on behalf of the Corporation, all matters which require official corporate approval but which only concern Class "C" shareholders.

3. The Corporation presently has Class "C" shareholders and Class "I" shareholders, each of which were separately entitled to vote on the amendment. The number of votes cast for the amendment by Class "C" shareholders was sufficient for approval of the amendment. The number of votes cast for the amendment by Class "I" shareholders was sufficient for approval of the amendment.

DATED this the ^{5th} day of ^{January, 2016} ~~December, 2015~~.

SOUTHERN MEDICAL GROUP, P.A.

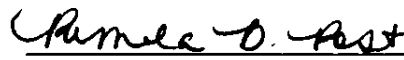
By: 
PRESIDENT

By: 
SECRETARY

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this ^{5th} day of ^{January, 2016} ~~December, 2015~~, by Wayne B. Batchelor, MD as President of Southern Medical Group, P.A., who is personally known to me ___ or produced the following type of identification:

_____.


NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires:

