

M66745

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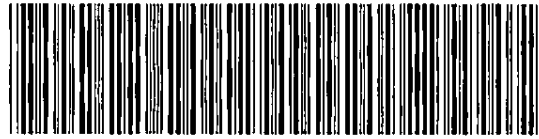
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TALLAHASSEE FLORIDA

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

AUG 15 2017

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**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:

- |  |   |   |  |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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

**SOUTHERN MEDICAL GROUP, P.A.  
ARTICLES OF AMENDMENT TO THE  
ARTICLES OF PROFESSIONAL ASSOCIATION**

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 9<sup>th</sup> day of <sup>August</sup>~~July~~, 2017, in the manner prescribed by the Florida Business Corporation Act.

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

Article III

STOCK

On or about February 2, 2004, the Corporation amended Article III of its Articles of Incorporation (the "Articles") in order to convert its then Common Stock into Class "C" and Class "I" stock. At that time, the Corporation also amended its Articles to include an Anti-Deadlock provision. This February 2, 2004 amendment noted that common stock issued prior to the date of the 2004 amendment would be canceled upon issuance of the new Class "C" and "Class I" shares.

Thereafter, on October 12, 2015, the Corporation again amended Article III of its Articles in order to create a new Section 7 entitled "Delegation of Authority Among Divisions." This amendment noted that the Corporation had separate Divisions and that, at times, there are matters which come before the Corporation but which may only concern one (1) Division. As a result, the amendment provided that official corporate action shall be approved when voted upon by the

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owners of the respective Division. The October 12, 2015 amendment otherwise reiterated the provisions of the February 2, 2004 amendment. Because the conversion of Common Stock to Class "C" and Class "I" stock occurred in 2004, however, there was no subsequent conversion of stock or need to rescind previously issued shares as noted in the 2004 amendment. Ownership interests in Class "C" and Class "I" stock was not intended to change or require cancellation and re-issuance.

The Corporation now intends, however, to expand ownership rights in Class "C" and Class "I" Common Stock in order to permit stock ownership by cardiothoracic surgeons and family physicians. As a result, as of the date of this Amendment, 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 or cardiothoracic surgeons.

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

4. 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.
5. Anti-Deadlock Provision. Because there may be matters coming before the Corporation that concern both Divisions and require 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 these Articles. 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:

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

Total # of Class "C" shares outstanding

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

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

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

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

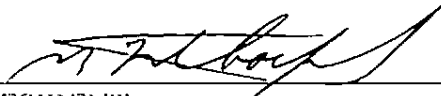
If the total votes in favor of corporate action (as so determined) equals or exceeds 65% of a quorum voting at any such regular or special meeting under these anti-deadlock provisions, then the subject action is deemed approved by the Corporation even if the subject action has not been approved separately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


6. 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 "F" shareholders to vote and decide, on behalf of the Corporation, all matters which require official corporate approval but which only concern Class "F" shareholders. Similarly, Class "F" 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 "F" 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 "F" shareholders was sufficient for approval of the amendment.

DATED this the 9<sup>th</sup> day of ~~July~~ <sup>August</sup>, 2017.

SOUTHERN MEDICAL GROUP, P.A.

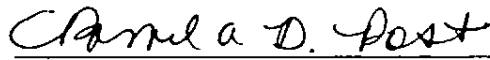
By:   
PRESIDENT

By:   
SECRETARY

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of ~~July~~ <sup>August</sup>, 2017, by Michael W. Forsthoefel, 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:

