

NO5000012886

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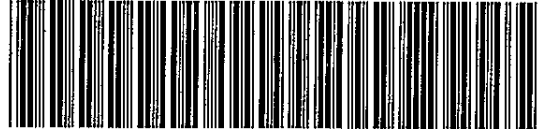
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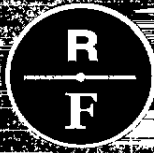
2006 JAN 18 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

G. Coullietta

JAN 24 2006



reznicek

traser.pa

corneys

January 17, 2006

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

RE: Southeastern Cardiovascular Society, Inc.
Document Number N05000012886

Dear Sir/Madam:

This firm represents Southeastern Cardiovascular Society, Inc. Our client desires to file Articles of Amendment to supplement the information that was electronically filed on December 27, 2005. Enclosed please find the following documents:

- Cover Letter;
- Articles of Amendment to Articles of Incorporation; and
- check #1803 in the amount of \$35.00 payable to Florida Department of State.

Please file the enclosed Articles of Amendment to Articles of Incorporation.

Please feel free to call me with any questions or if you require any further information at (904) 567-1160.

Sincerely,

Elizabeth A. Westlake

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SOUTHEASTERN CARDIOVASCULAR SOCIETY, INC.

DOCUMENT NUMBER: N05000012886

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

Please return all correspondence concerning this matter to the following:

Elizabeth Westlake

(Name of Contact Person)

Reznicsek & Fraser, P.A.

(Firm/ Company)

240 Ponte Vedra Park Drive, Suite 150

(Address)

Ponte Vedra Beach, FL 32082

(City/ State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Westlake

(Name of Contact Person)

at (904) 567-1060

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHEASTERN CARDIOVASCULAR SOCIETY, INC.**

DOCUMENT # N05000012886

**FILED
2006 JAN 18 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby submits the following to amend the Articles of Incorporation of Southeastern Cardiovascular Society, Inc. as follows:

1. The name of this not-for-profit corporation is Southeastern Cardiovascular Society, Inc. (the "corporation").
2. The date of filing of the Articles of Incorporation of the corporation was December 27, 2005.
3. The corporation hereby amends the Articles of Incorporation of the corporation and restates them in their entirety to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTHEASTERN CARDIOVASCULAR SOCIETY, INC.**

**ARTICLE I
NAME**

The name of the corporation is Southeastern Cardiovascular Society, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of this corporation is:

300 Health Park Boulevard
Suite 5000
St. Augustine, Florida 32086

**ARTICLE III
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE IV PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code (the "Code"). Principally, this corporation is formed to arrange for or provide seminars and other educational activities in the field of cardiology, cardiovascular disease, cardiothoracic medicine, and related fields.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. The concerns, direction and management of the affairs of this corporation shall be vested in the Board of Directors. This corporation shall have no members.

SECTION 2. The Board shall at all times consist of at least three (3) directors, and may have such additional directors as provided in the Bylaws of the corporation.

SECTION 3. The method of electing directors shall be set forth in the Bylaws of the corporation.

SECTION 4. The names and mailing addresses of the persons who shall serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Derek Muehrcke, M.D.	1820 Barrs Street Suite 710 Jacksonville, FL 32204
Ferris George, M.D.	201 Health Park Blvd. Suite 105 St. Augustine, FL 32086
Gus Vlahakes, M.D.	55 Fruit Street Bulfinch 119 Boston, MA 02114

ARTICLE VI. ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make to payments and distributions in furtherance of the purposes set forth in Article IV above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is 1301 Riverplace Blvd. Suite 2400 Jacksonville, FL 32207 and the name of the registered agent at that address is LBA Certified Public Accountants, P.A.

ARTICLE IX INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

Derek Muehrcke, M.D.
1820 Barrs Street
Suite 710
Jacksonville, FL 32204

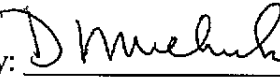
**ARTICLE X
AMENDMENTS**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto upon the majority vote of the Board of Directors.

4. The number of votes cast by the members of the Board of Directors of the Corporation for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation on the 12th day of January, 2006.

SOUTHEASTERN CARDIOVASCULAR
SOCIETY, INC.

By: 

Derek Muehrcke, M.D., President