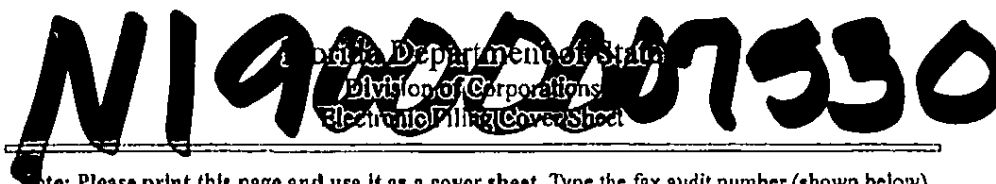


Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>



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.

((H20000104313 3)))



H200001043133ABCO

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 : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.  
Account Number : 073222003555  
Phone : (561)686-3307  
Fax Number : (561)290-1590

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: bmann@NasonYeager.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

O SIMMONS

JUN 10 2020

2020 JUN -9 PM 4:53

2020 JUN -9 PM 8:25

850-617-6381

4/10/2020 8:26:59 AM PAGE 1/001 Fax Server



April 10, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC  
12202 SE RIVERBEND COURT  
PORT ST LUCIE, FL 34984

SUBJECT: LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC  
REF: N19000007530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The THIRD statement should read "The amended and restated articles...."

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000104313  
Letter Number: 420A00007672

850-617-6381

4/9/2020 10:58:33 AM PAGE 1/001 Fax Server



April 9, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC  
12202 SE RIVERBEND COURT  
PORT ST LUCIE, FL 34984

SUBJECT: LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC  
REF: N19000007530

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000104313  
Letter Number: 320A00007605

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

2020 JUN -9 PM 4:53

**LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC**

- FIRST:** The name of the corporation is LAWNWOOD HOSPITAL PHYSICIAN STAFF FUND, INC
- SECOND:** The corporation was registered with the Florida Department of State on July 15, 2019 and assigned Document No. N19000007530.
- THIRD:** The amended and restated Articles of Incorporation were adopted by the Board of Directors. Member and shareholder approval is not required.
- FOURTH:** The Articles of Incorporation are hereby amended and restated to read:

I, the undersigned officer, hereby make, acknowledge and file these Amended and Restated Articles of Incorporation for the purpose of forming a nonprofit corporation, organized solely for general charitable, educational, and scientific purposes pursuant to the Florida Corporations Not For Profit Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is:

FORT PIERCE MEDICAL PROFESSIONAL STAFF FUND, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and the mailing address of the Corporation is:

12202 SE Riverbend Court  
Port St. Lucie, Florida 34984

**ARTICLE III  
DURATION**

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

2020 JUL -9 PM 4:53

#### ARTICLE IV

##### SPECIFIC AND GENERAL PURPOSES

The specific and general purposes for which the Corporation is formed are:

(a) To promote quality medical care; promote professional medical performance; provide educational programs for medical professionals and the community to promote better health, and

(b) To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

#### ARTICLE V

##### MEMBERSHIP

The Corporation may, but need not, admit any person as a member of the Corporation upon such conditions and with such privileges as approved by a resolution of the Board of Directors. Any member so admitted shall have no right to receive notice of, vote in, or otherwise participate in any meeting concerning the operations of the Corporation unless otherwise provided in the Bylaws.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The name, street address and city of the registered agent of the Corporation is as follows:

Richard Levenstein, Esq.  
3001 PGA Boulevard, Suite 305  
Palm Beach Gardens, FL 33410

#### ARTICLE VII

##### MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three, and shall otherwise be established and regulated by the Bylaws. Directors of the Corporation shall be elected in the manner provided in the Bylaws.

2020 JUN -9 PM 4:53

ARTICLE VIII

DIRECTORS

The names and addresses of the persons who are to serve as directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ramesh Nayyar, MD	12202 SE Riverbend Court Port St. Lucie, Florida 34984
Lloyd R. Perry III	2207 Sunrise Blvd. Ft. Pierce, FL 34950
Lewis Anthony, MD	537 NW Lake Whitney Place, 103-106 Port St. Lucie, Florida 34986
Ahmed Raheel, MD	2215 Nebraska Ave., Suite 3B Ft. Pierce, FL 34951

The Directors named herein as the Board of Directors shall hold office until their successors are elected and qualified.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE X

EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article IV hereof.

(B) 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 any candidate for public office.

(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986<sup>232n</sup> (or, the corresponding provision of any future United States Internal Revenue Law).

PW 4:53

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE XI

##### DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual except as provided in Article X.

#### ARTICLE XII

##### DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to an exempt organization described in this paragraph.

#### ARTICLE XIII

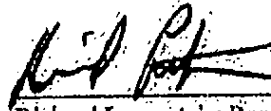
##### AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

2020 JUL -9 PM 4: 53

ACCEPTANCE BY REGISTERED AGENT

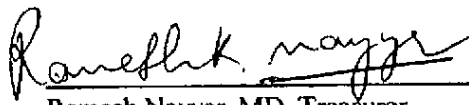
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Richard Levenstein, Registered Agent



IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 8<sup>th</sup> day of April, 2020.

  
Ramesh Nayyar, MD, Treasurer

2020 JUL 1 - 9 PM 4:53