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**Figure 1**

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4/15/2015

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**BREVARD PROFESSIONAL NETWORK, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, and its Articles of Incorporation, as amended, Brevard Professional Network, Inc. adopts the following amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on June 26, 1995, as amended on January 12, 1998, July 29, 2002, April 4, 2012 and December 12, 2014.

**ARTICLE VII**

**Board of Directors**

The corporation shall have eleven (11) directors on the Board of Directors. The Board of Directors shall consist of two (2) classes: Physician Directors and Community Directors. The corporation shall have seven (7) Physician Directors and four (4) Community Directors. For purposes of determining an affirmative vote of the Board of Directors, a quorum shall consist of a majority of the elected and qualified directors of the corporation. Unless otherwise specified in the Articles of Incorporation or bylaws of the corporation, if a quorum is present, the vote of a majority of the Board of Directors shall constitute the act of the Board of Directors and the corporation.

**Qualification and Election:**

- (a) Physician Directors must be physician members of the corporation licensed to practice medicine in the State of Florida.
- (b) At least a majority of the Physician Directors must be members of a physician group practice as defined in Florida Statutes Section 456.053(3)(h), and any amendments thereto, and shall vote on behalf of the group practice as the group practice's representative on the Board of Directors.
- (c) No single group practice shall have more than two (2) Physician Directors on the Board of Directors.
- (d) Physician Directors shall be comprised of four (4) primary care physicians and three (3) physician specialists.

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- (e) Community Directors shall consist of four (4) persons selected at large from the Brevard County, Florida, community who are experienced in the health care industry. Community Directors shall be elected by the Board of Directors.
- (f) Each director shall serve for a term of one (1) year, but shall be entitled to serve for an unlimited number of terms.
- (g) Physician Directors shall elect their successors in office for the next succeeding term at the annual meeting of the corporation according to the procedures set forth herein.
- (h) Successors of Community Directors shall be elected by a majority vote of the Board of Directors at the annual meeting of the corporation.
- (i) At least four (4) weeks prior to the annual meeting of the corporation, the President shall deliver to each physician member a ballot upon which to nominate successor Physician Directors. Each physician member shall be entitled to nominate seven (7) physician members to become Physician Directors possessing the qualifications above stated. Ballots must arrive at the return address stated on the ballot not later than five (5) working days before the annual meeting date. The President shall cause a list of eight (8) nominees of primary care physicians and a list of six (6) nominees of physician specialists, receiving the highest number of nominations (or all nominees for each specialty if there are less than a prescribed number) to be delivered to the Board of Directors at the annual meeting. The Physician Directors shall elect their successors from said list of nominees, but shall not be bound to vote based upon the number of nominations received by any physician member.
- (j) Removal of directors from office shall be set forth in the bylaws.

The aforesaid Articles of Amendment to the Articles of Incorporation of Brevard Professional Network, Inc. were adopted and approved by a majority vote of the Board of Directors of the corporation on April 8, 2015. The vote cast was sufficient for approval.

The aforesaid Articles of Amendment to the Articles of Incorporation of Brevard Professional Network, Inc. were adopted and approved by written consent of a majority of the physician members of the corporation on April 8, 2015. The vote was sufficient for approval.

Apr. 15. 2015 9:40AM

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**IN WITNESS WHEREOF**, the corporation has caused the Amendment to the Articles of Incorporation to be signed by a duly authorized officer as of the 8<sup>th</sup> day of April 2015.

**BREVARD PROFESSIONAL NETWORK, INC.**

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_

Gopal Gadodia, MD

Chairman of Board of Directors