

PO 1000026164

Law Office  
of  
**GREGORY D. LERCH**  
ATTORNEY AND COUNSELOR AT LAW

GREGORY D. LERCH\*

OF COUNSEL:  
ANTHONY M. NARDELLA  
FREDERICK H. NELSON  
(\*ADMITTED IN FLORIDA, MARYLAND AND DC)

1081 SANDY LANE  
LONGWOOD, FLORIDA 32779

TELEPHONE (407) 869-0020  
FACSIMILE (407) 869-8688

April 30, 2001

Attn: New Filing Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

SUBJECT: WINDERMERE FAMILY PRACTICE, P.A.

Enclosed are an original and one copy of the Articles of Amendment to Articles of Incorporation of Windermere Family Practice, P.A., a Florida Corporation. I have also enclosed a check in the amount of \$35.00 for the requisite filing fee and certificate. Please send the stamped copy at your earliest convenience to:


Law Offices of Gregory Lerch  
1081 Sandy Lane  
Longwood, Florida 32779

300004139599--8  
-05/07/01--01122--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

I can be reached at (407) 869-0020 if you have any further questions. Thank you in advance for your cooperation.

called 5/14

Sincerely,

  
Gregory Lerch

GDL/kl  
enclosures

FILED  
01 MAY -7 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM + NC  
COP 5/15  
(6)

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WINDERMERE FAMILY PRACTICE, P.A.**

**FILED**  
01 MAY -7 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** The date of each amendment's adoption shall be immediately upon the signing of the Amendment to Articles of Incorporation with the Florida Department of State.

**SECOND: NAME:** Article I of the Articles of Incorporation shall be amended and restated as follows: The name of this Professional Service Corporation shall be changed to **LAUREL OAKS FAMILY PRACTICE, P.A.** (hereinafter "Professional Service Corporation").

**THIRD: PURPOSES AND GENERAL POWERS:** Article III of the Articles of Incorporation shall be amended and restated as follows: The Professional Service Corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the Professional Service Corporation may invest the funds of the Professional Service Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services and may engage in the transaction of any and all lawful business. This Professional Service Corporation shall have all of the powers enumerated in the Professional Service Corporation and Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and

to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Professional Service Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Professional Service Corporation and Limited Liability Company Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have and exercise all powers necessary or convenient to effect its general purpose.

**FOURTH: INITIAL BOARD OF DIRECTORS:** Article III of the Articles of Incorporation shall be amended and restated as follows: This Professional Service Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial directors of this Professional Service Corporation are:

Matthew Harrison, D.O.  
2711 South Maguire Road  
Ocoee, Florida 34761

James Wilson, D.O.  
2711 South Maguire Road  
Ocoee, Florida 34761

**FIFTH: ADDITIONAL ARTICLES:**

The following Articles shall be added to the Articles of Incorporation:

**ARTICLE IX**  
**RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the Professional Service Corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer,

or other disposition of any of the outstanding stock of the Professional Service Corporation by any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Professional Service Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the Professional Service Corporation may sell or transfer stock in the Professional Service Corporation except to another individual who is eligible to be a shareholder of the Professional Service Corporation, and sale or transfer may only be made after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice in the state of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall be immediately become subject to purchase by the Professional Service Corporation in accordance with the Bylaws adopted by the shareholders.

#### ARTICLE X BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

#### ARTICLE XI INDEMNIFICATION

In addition to any rights and duties under applicable law, the Professional Service Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

#### ARTICLE XII CONFLICTS OF INTEREST

No contract or other transaction between this Professional Service Corporation and any other corporation, and no act of this Professional Service Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Professional Service Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Professional Service Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Professional Service Corporation who is also a director or an officer of such other Professional Service Corporation or who is so interested may be counted in determining the existence of a quorum

at any meeting of the Board of Directors of this Professional Service Corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such a director or officer of such other corporation, or not so interpreted.

ARTICLE XIII  
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Professional Service Corporation's debts to any extent.

ARTICLE XIV  
AMENDMENT


This Professional Service Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

The amendments were approved and adopted by the shareholders. The number of votes cast for the amendments was sufficient for approval. . . .  
The date of adoption is May 3, 2001.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of the Professional Service Corporation, do hereby make and file these Articles of Amendment to Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 3<sup>rd</sup> day of MAY, 2001.

  
\_\_\_\_\_  
Matthew Harrison, D.O.-Shareholder/Director  
President

  
\_\_\_\_\_  
James Wilson, D.O.-Shareholder/Director