

P010000050335

(Requestor's Name)

**DILL & EVANS, P.L.**

ATTORNEYS AT LAW

1565 US Highway 1  
Sebastian, Florida 32958

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

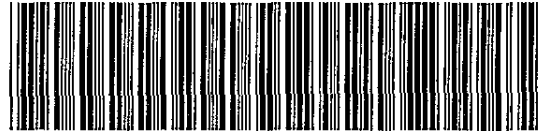
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TALLAHASSEE, FLORIDA

*Amended + Restated Article*  
*JPM 1/12/04*

**WARREN W. DILL**

Also admitted in  
Wyoming  
Nebraska

**DILL & EVANS, P.L.**

ATTORNEYS AT LAW  
1565 US Highway 1  
Sebastian, Florida 32958

**JOHN G. EVANS**

Also Admitted in  
California

December 22, 2003

Department of State  
Division of Corporations  
New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Amended Articles of Incorporation of Vero Beach Hematology/Oncology, P.A.

Dear Sir or Madam:

I have enclosed an original and one copy of the Amended Articles of Incorporation of Vero Beach Hematology/Oncology, Inc., along with our check # 1557 in the amount of \$43.75 for the filing fee and one certified copy of the Amended Articles.

If you find the Articles acceptable, please file one set and stamp and send the copy of the Amended Articles back to me along with the Certified Copy at the following address:

**John G. Evans, Esq.**  
**Dill & Evans, P.L.**  
**1565 US Highway 1**  
**Sebastian, FL 32958**

Thanking you in advance for your assistance, I remain,

Very truly yours,

John G. Evans

JGE:ka  
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
VERO BEACH HEMATOLOGY/ONCOLOGY, P.A.**

These restated and amended Articles of Incorporation were duly approved on December 1, 2003 by unanimous vote of the shareholders of Vero Beach Hematology/Oncology, P.A., pursuant to the Florida Professional Services Corporations and Limited Liability Company Act, Florida Statutes §621.13 and the Florida Corporations Act Florida Statutes §§607.1003, et seq. These Amended and Restated Articles of incorporation take effect immediately.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the State of Florida, adopts these amended and restated articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of the professional service corporation is VERO BEACH HEMATOLOGY/ ONCOLOGY, P.A.

**ARTICLE II. PRINCIPAL OFFICE**  
(Amended December 1, 2003)

The principal office and mailing address of this corporation is VERO BEACH HEMATOLOGY/ONCOLOGY, P.A., 781-37<sup>th</sup> Street, Citrus Medical Plaza, Vero Beach, FL 32960.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE III. PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of Medicine. In addition, the 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.

**ARTICLE IV. TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

**ARTICLE V. CAPITAL STOCK**

The capital stock of the professional service corporation shall be one

thousand (1,000) shares of common stock without par value.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Medicine in the State of Florida.

**ARTICLE VI. REGISTERED OFFICE AND AGENT**  
(Amended December 1, 2003)

The name and address of the initial registered agent are:

John G. Evans  
Attorney at Law  
1565 US Highway 1  
Sebastian, FL 32958

**ARTICLE VII. BOARD OF DIRECTORS**  
(Amended December 1, 2003)

The business of the corporation shall be managed by a Board of Directors. The Board of Directors shall consist of one (1) member. The name and address of the member of the Board of Directors is:

Name	Address
Hema Rao, M.D.	7420 - 30th Court Vero Beach, FL 32967

**ARTICLE VIII. SUBSCRIBER**  
(Amended December 1, 2003)

The names and address of the persons signing these articles of incorporation as subscriber are:

Name	Address
Hema Rao, M.D.	7420 - 30th Court Vero Beach, FL 32967

## **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, or in the event of the death of 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 corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Medicine in the State of Florida, is elected to a 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 immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

## **ARTICLE X. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, on December 1, 2003 the foregoing Amended and Restated Articles of Incorporation were duly adopted to take effect forthwith.

Attested by:

  
Hema Rao, President & Secretary

(SEAL

Certificate under Florida Statutes §607.1007(2)

I, the undersigned, certify that the following is true and correct:  
The foregoing restatement of the Articles of Incorporation of Vero Beach Hematology/ Oncology, P.A. includes an amendment to the Articles requiring member approval, to wit: Articles II, VI, VII and VIII, the text of which are set forth above, as amended, and which were adopted on December 1, 2003 by the shareholder of the corporation, the number of votes being cast for the amendment being sufficient for approval thereof.

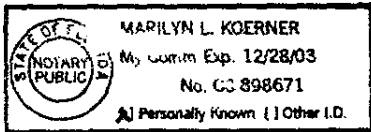
Dated: December 1, 2003

Hema Rao  
Hema Rao, M.D., Secretary

STATE OF FLORIDA                    )  
COUNTY OF INDIAN RIVER        )

The foregoing amended and restated articles of incorporation were acknowledged before me on this Dec. 9th, 2003, by Hema Rao, M.D.

Notary Public — State of Florida



Marilyn L. Koerner  
Commissioned, Name of Notary Public  
Personally Known ( ☒ ) OR Produced  
Identification Type of Identification  
Produced \_\_\_\_\_

**Acceptance of Registered Agent**

I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar and accept the obligation of my position as registered agent, or if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Dated: December 1, 2003

John G. Evans  
John G. Evans  
Dill & Evans, PL  
1565 US Highway 1  
Sebastian FL 32958