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Amend / NC

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January 25, 2007

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By Federal Express

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

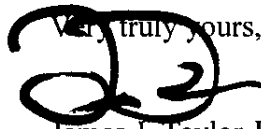
Re: Articles of Amendment to the Articles of Incorporation of
Clark S. McCoy, MD, PA

Dear Sirs:

Enclosed for filing are the original and a copy of articles of amendment to the articles of incorporation for the corporation referenced above.

Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee and our check for \$8.75 to cover the cost of receiving a certificate of status.

Please return a copy of the filed articles of amendment and certificate of status to us at our Keystone Heights address shown above.

Very truly yours,

James J. Taylor Jr.

Enclosures

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CLARK S. MCCOY MD, PA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name Change to Gainesville After-Hours Clinic, P.A., and Recapitalization)

Clark S. McCoy MD, PA ("the corporation"), by and through its undersigned president, files these Articles of Amendment pursuant to Florida Statutes Sections 607.1006.

The following amendments were adopted by the shareholders of the corporation on January 23, 2007. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The text of the amendments is as follows:

"RESOLVED, that the name of the corporation shall be changed to **Gainesville After-Hours Clinic, P.A.**, and, accordingly, Article I of the corporation's Articles of Incorporation shall be amended and completely restated as follows, effective as of the date of filing such amendment with the Florida Department of State:

ARTICLE I

The name of the corporation shall be **Gainesville After-Hours Clinic, P.A.**

and

"RESOLVED, by the shareholders that the capital structure of the corporation shall be amended and reorganized by the creation of two classes of authorized shares of common stock, one class to consist of One (1) share of voting stock and one class to consist of Ten Thousand (10,000) shares of non-voting stock; and

"RESOLVED, by the shareholders that for the purpose of effectuating the foregoing resolution, Article IV of the corporation's Articles of Incorporation shall be amended and completely restated as follows, effective as of the date of filing such amendment with the Florida Department of State:

ARTICLE IV

Section 1. The maximum number of shares this corporation is authorized to issue shall be as follows:

Class A Voting Common Stock: One (1) share of Class A Voting Common Stock; and

Class B Non-Voting Common Stock: Ten Thousand (10,000) shares of Class B Non-Voting Common Stock.

All stock shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting rights and privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or otherwise, the holders of Class A Voting Common Stock shall be entitled, after payment of the debts of the corporation, to their aliquot share of all remaining assets of the corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting rights or privileges whatsoever, all such voting rights and privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or otherwise, the holders of Class B Non-Voting Common Stock shall be entitled, after payment of the debts of the corporation, to their aliquot share of all remaining assets of the corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 4. The corporation has elected to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code. These articles of incorporation and the bylaws of the corporation shall be construed, interpreted, applied and enforced only in a manner that is consistent with said election. Any provisions of the articles of incorporation and bylaws that are inconsistent with said election shall be invalid and unenforceable, but only to the extent of the inconsistency. Without limiting the generality of the foregoing, the distribution and liquidation rights of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be identical in all respects.

Section 5. After the effective date of this amended Article IV, One Thousand Five Hundred (1,500) shares of the corporation's common stock, representing all of the corporation's issued and outstanding stock, all of which is owned and held by Clark S. McCoy, M.D., shall be converted to One (1) share of Class A Voting Common Stock of the corporation and Three Thousand (3,000) shares of Class B Non-Voting Common Stock of the corporation, at the time and in the manner prescribed by the corporation's board of directors.

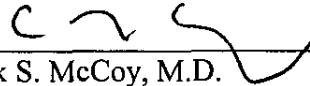
and

"**RESOLVED**, by the shareholders that the president and secretary of the corporation are authorized and directed to file appropriate Articles of Amendment with the Florida Department of State, Division of Corporations, to provide notice of the foregoing amendments."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on January 23, 2007.

CLARK S. MCCOY, MD, PA

By


Clark S. McCoy, M.D.

Its President