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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CENTER FOR DIGESTIVE ENDOSCOPY, INC.**

Certificate of Status	0
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DEC 17 2020

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**CENTER FOR DIGESTIVE ENDOSCOPY, INC.**

THE UNDERSIGNED, President of **CENTER FOR DIGESTIVE ENDOSCOPY, INC.**, a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I – NAME, DURATION AND AUTHORITY**

The name of this Corporation is **CENTER FOR DIGESTIVE ENDOSCOPY, INC.** The duration of this Corporation shall exist perpetually. The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Directors and Shareholders of the Corporation by Unanimous Written Consent executed on July 15, 2020, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

**ARTICLE II – EFFECTIVE DATE**

The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE III – PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1817 N. Mills Avenue, Orlando, Florida 32803.

**ARTICLE IV - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

A. To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments.

C. To facilitate the purposes or objects of this Corporation enumerated in these Amended and Restated Articles of Incorporation, or any amendment thereof; and as necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

## ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Twenty Thousand (20,000) shares, consisting of Ten Thousand (10,000) shares of Voting Common Stock, having a par value of One Dollar (\$1.00) per share, and Ten Thousand (10,000) shares of Non-Voting Common Stock, having a par value of One Dollar (\$1.00) per share. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each type of stock are as follows:

B. Each share of Common Stock shall be equal to every other share of Common Stock, except that the Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval except as required by applicable law. The holders of shares of the Voting Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the shareholders.

C. Each issued share of Non-Voting Common Stock shall be converted into one (1) share of Voting Common Stock upon the earlier of: (i) the death or permanent incapacitation of all of the Voting Common Stock shareholders of record of the Corporation (the "Incapacitation Date"); (ii) the date there exists no Voting Common Stock shareholders of record of the Corporation for any reason (the "Cessation Date"); or (iii) with respect to each Non-Voting Common Stock shareholder, the expiration of the five (5) year period of continuous ownership of such Non-Voting Common Stock by such shareholder (the "Five-Year Date").

D. On and as of such Incapacitation Date or Cessation Date, each share of Non-Voting Common Stock issued and outstanding immediately prior thereto shall be converted into Voting Common Stock. On and as of the Five-Year Date, each share of Non-Voting Common Stock issued and outstanding with respect to such Non-Voting Common Stock shareholder shall be converted into Voting Common Stock.

E. The stock certificates representing the former shares of Non-Voting Common Stock may be surrendered on the Incapacitation Date, Cessation Date or Five-Year Date, as the case may be; and all such certificates shall, in any event, be deemed for all purposes surrendered and canceled.

F. New stock certificates representing the same number of shares of Voting Common Stock as Non-Voting Common Stock shall be issued to the former Non-Voting Common Stock shareholders on the Incapacitation Date or Cessation Date, whichever the case may be, or to such Non-Voting Shareholder on the Five-Year Date.

G. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any

property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

H. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The address of the registered office of this Corporation shall be 1817 N. Mills Avenue, Orlando, Florida 32803. The name of the registered agent of this Corporation at that address shall be Henry Levine, M.D.

#### **ARTICLE VII - BOARD OF DIRECTORS**

A. The singular shall include the plural, the masculine gender shall include the feminine and neuter, and vice versa, as the context requires.

B. Directors must be voting shareholders of this corporation. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote. Directors shall be elected by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

C. This corporation shall have at least one (1) director. The number of directors may be increased or decreased from time to time by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, but no decrease shall have the effect of shortening the term of any incumbent director.

D. At each annual meeting, the holders (sometimes referred to herein as "voting shareholders") of Voting Common Stock (sometimes referred to herein as "voting stock" or "voting shares") shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the sooner of: the term for which he is elected; until his successor shall have been elected and qualified; or until his earlier resignation, removal from office or death.

E. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the shares then entitled to vote at an election of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the voting shareholders.

F. At a meeting of voting shareholders called expressly for that purpose, or by action of the voting shareholders pursuant to Article I, Section 12 of the Bylaws, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the shares then entitled to vote at an election of directors; and if the number of votes cast to remove the director exceed the number of votes cast not to remove the director.

G. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Stock Purchase and Shareholders' Agreement between this Corporation and its Shareholders (the "Shareholders' Agreement"), by contract or by law, the affirmative vote of at least a majority of the number of directors shall be the act of the Board of Directors; whether such vote shall be taken at a meeting of the Board of Directors or by action of the Board of Directors pursuant to Article II, Section 14 of the Bylaws.

H. In the event an issue to be decided by the directors may be, or is required by these Articles of Incorporation, by the Bylaws, by the Shareholders' Agreement, by contract or by law to be, decided by the affirmative vote of at least a majority of directors, and the directors are deadlocked, then Henry Levine, M.D. may, in his sole and absolute discretion, break the deadlock ("Deadlock Right"). In the event Henry Levine, M.D. is no longer a director of the corporation, William Mayoral, M.D. shall have the Deadlock Right. In the event Henry Levine, M.D. and William Mayoral, M.D. are both no longer directors of the corporation, Samuel Giday, M.D. shall have the Deadlock Right.

### **ARTICLE VIII - SHAREHOLDERS**

A. Unless otherwise required by these Articles of Incorporation, by the Bylaws, by the Shareholders' Agreement, by contract or by law, the affirmative vote of at least a majority of all shares entitled to vote, represented in person or by proxy, at a meeting of the voting shareholders, or by action of the voting shareholders pursuant to Article I, Section 12 of the Bylaws, shall be the act of the shareholders.

B. In the event an issue to be decided by the shareholders may be, or is required by these Articles of Incorporation, by the Bylaws, by the Shareholders' Agreement, by contract or by law to be, decided by the affirmative vote of at least a majority of all shares entitled to vote, and the shares voted are deadlocked, then Henry Levine, M.D. may, in his sole and absolute discretion, break the deadlock ("Deadlock Right"). In the event Henry Levine, M.D. is no longer a shareholder of the corporation, William Mayoral, M.D. shall have the Deadlock Right. In the event Henry Levine, M.D. and William Mayoral, M.D. are both no longer shareholders of the corporation, Samuel Giday, M.D. shall have the Deadlock Right.

C. The holders of shares of the Voting Common Stock shall be entitled to one vote for each share of such stock upon all matters presented to the voting shareholders.

D. Treasury shares shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

### **ARTICLE IX - ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this Corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

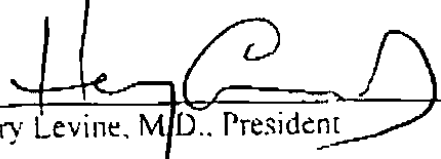
B. At its option, to purchase and acquire any or all of its shares owned and held by any such Shareholder as should desire to sell, transfer or otherwise dispose of such Shareholder's shares, or any or all of its shares owned and held by a Shareholder who dies, all in accordance with the Bylaws adopted by the Shareholders of this Corporation, or the Shareholders' Agreement; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit-sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) other retirement or incentive compensation plan.

#### **ARTICLE X - AMENDMENT**

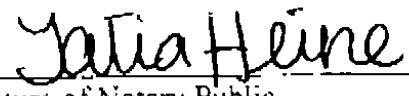
These Amended and Restated Articles of Incorporation may be repealed or amended, and new Articles of Incorporation may be adopted, by a vote of the holders of a majority of the shares then entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 15th day of July, 2020.

  
Henry Levine, M.D., President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of July, 2020, by Henry Levine, M.D.

  
Signature of Notary Public

(Print Notary Name)

My Commission Expires:

Commission No.:

☒ Personally known, or

☐ Produced Identification

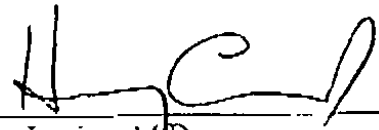
Type of Identification Produced:

AFFIX NOTARY STAMP



**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Amended and Restated Articles of Incorporation of **CENTER FOR DIGESTIVE ENDOSCOPY, INC.**, I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
Henry Levine, M.D.