

2/6/2020

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Florida Department of State

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PRIMARY CARE ASSOCIATES, INC.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$43.75

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20 FEB 13 AM 9:49

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February 7, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COMITER & SINGER

SUBJECT: PRIMARY CARE ASSOCIATES, INC.
REF: P03000061672

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Terri J Schroeder
Regulatory Specialist III
Amendment Section

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PRIMARY CARE ASSOCIATES, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"); Primary Care Associates, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation (the "Articles of Amendment"):

1. The name of the Corporation is Primary Care Associates, Inc. The Articles of Incorporation were filed with the Secretary of State of the State of Florida on June 4, 2003, under the name of Primary Care Associates, P.A., and assigned the document number P03000061672. The Corporation's Articles of Incorporation were subsequently amended by Articles of Amendment filed on November 22, 2019 to change the name of the Corporation. The Amendment to Article IV described herein was adopted on December 20, 2019.

2. Article IV of the Corporation's Articles of Incorporation is hereby amended and restated to read as follows (the "Amendment"):

The total number of shares of all classes of capital stock which the corporation is authorized to issue is 10,000 shares, consisting of 2,000 shares of voting common stock and 8,000 shares of non-voting common stock. Only holders of shares of voting common stock shall be entitled to vote on any matter requiring the consent or approval of the shareholders of the corporation. Except for the right to vote, each share of voting common stock and each share of non-voting common stock shall have identical rights, including the rights to share in and receive distributions and liquidation proceeds.

3. Pursuant to Section 607.1003(5) of the Act, all of the shareholders of the Corporation approved the Amendment in a unanimous written consent in accordance with Section 607.0704 of the Act. The number of votes cast in favor of the adoption of the Amendment by the shareholders was sufficient for approval, and such Amendment shall be adopted by the Corporation upon the filing of these Articles of Amendment. The amendment to Article IV of the Corporation's Articles of Incorporation was adopted by the shareholders on December 20, 2019.

4. Since the Amendment provides for an exchange, reclassification, or cancellation of issued shares, the Corporation, pursuant to Section 607.1006(3) of the Act, will implement the Amendment as follows:

- (a) On the effective date of filing these Articles of Amendment (the "Effective Date"), the common stock of the Corporation shall be re-divided into 2,000 shares of Class A voting common stock and 8,000 shares of Class B non-voting common stock. Upon the receipt of all of the certificates evidencing shares in the Corporation as described in (b), the Corporation shall cancel all 2,000 shares of issued and outstanding common stock of the Corporation. On the Effective Date, the Corporation shall issue to each shareholder 1 share of Class A voting common stock and 4 shares of Class B non-voting common stock in exchange for each share of

common stock currently owned by a shareholder in accordance with the Plan of Recapitalization approved by the shareholders of the Corporation.

- (b) On or after the Effective Date, each holder of a certificate evidencing shares issued and outstanding prior to the Effective Date must surrender such certificate to the Corporation and, upon such surrender, each such holder shall be entitled to receive certificates evidencing ownership of the number of shares of Class A voting common stock and Class B non-voting common stock to which such holder is entitled to under the Plan of Recapitalization. Until those certificates are surrendered and replacement certificates are issued and delivered, each certificate which evidences ownership of the shares of common stock issued prior to the Effective Date shall be deemed for all purposes to evidence the ownership of the proper number of shares of both Class A voting common stock and Class B non-voting common stock being authorized and issued under the Plan of Recapitalization. No service charge, brokerage commission, or stock transfer tax shall be payable by any holder of certificates in connection with the issuance of new certificates; except that, if any such certificate is to be issued in a name other than that in which the certificate surrendered for exchange is registered, it shall be a condition of such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall pay any transfer or other taxes required by reason of the issuance of the new certificates in a name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of the Corporation or its transfer agent that such tax has been paid or is not applicable.

5. The effective date of these Articles of Amendment shall be December 20, 2019.

6. Except as hereby amended in these Articles of Amendment, the Articles of Incorporation of the Corporation, as amended from time to time, shall remain the same.

IN WITNESS WHEREOF, the undersigned Director of the Corporation hereby executes these Articles of Amendment as of December 20, 2019.

PRIMARY CARE ASSOCIATES, INC.,
a Florida corporation

By: 

Rajendra K. Bansal, CEO and Director

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