

04-15-2015 09:39AM

FROM: GRAY ROBINSON

863-688-9771

T-471 P.001

F-065

**P03000077181**

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H15000092147 3)))



H150000921473ABC5

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : GRAY ROBINSON, P.A.  
Account Number : I20000000092  
Phone : (863) 284-2200  
Fax Number : (863) 688-9771

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address, please.**  
Email Address: \_\_\_\_\_

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLORIDA RETINA CONSULTANTS, P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

*AR*  
*4/16/15*

FILED  
2015 APR 15 AM 11:19  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
15 APR 15 AM 10:10  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

((H15000092147 3))

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA RETINA CONSULTANTS, P.A.**

FILED

2016 APR 15 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following First Amended and Restated Articles of Incorporation pursuant to the authority and provisions of §607.1003, Florida Statutes, supersede and take the place of the existing Articles of Incorporation of FLORIDA RETINA CONSULTANTS, P.A., Florida professional service corporation (Document Number P03000077181) (the "Corporation"), which were filed with the Florida Secretary of State on July 10, 2003 and effective July 9, 2003, as subsequently amended.

WHEREAS, these First Amended and Restated Articles of Incorporation were approved by the unanimous consent of the sole Shareholder and sole Director of the Corporation on April 7, 2015.

BE IT RESOLVED, that the Articles of Incorporation of FLORIDA RETINA CONSULTANTS, P.A., Florida professional service corporation, be and the same are hereby amended and restated to read as follows:

**ARTICLE I. - NAME**

The name of this Corporation is FLORIDA RETINA CONSULTANTS, P.A.

**ARTICLE II. - PRINCIPAL OFFICE**

The address of the principal office and mailing address of this Corporation is 2202 Lakeland Hills Boulevard, Lakeland, Florida 33805.

**ARTICLE III. - DURATION**

The Corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles.

**ARTICLE IV. - NATURE OF BUSINESS**

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

((H15000092147 3))

(( (H15000092147 3) ))

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render;

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary for the rendering of professional services; and

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary for or incidental to the protection and benefit of the 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 of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives of the Corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objectives of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes and objectives shall not be held to limit or restrict in any manner the powers of this Corporation otherwise provided or authorized by law.

#### **ARTICLE V. - CAPITAL STOCK**

This Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$1.00 per share. All shares of stock shall be fully paid and non-assessable.

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

The street address of the initial registered office of this Corporation is 2202 Lakeland Hills Boulevard 33805, and the name of the initial Registered Agent of the Corporation at that

(( (H15000092147 3) ))

(((H15000092147 3)))

address if Scott M. Friedman, M.D.

#### ARTICLE VII. - BOARD OF DIRECTORS

This Corporation presently shall have one (1) Director. The number of Directors either shall be increased or decreased from time-to-time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the present Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Scott M. Friedman, M.D.	2202 Lakeland Hills Boulevard Lakeland, Florida 33805

#### ARTICLE VIII. - CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any officer or director of this Corporation is interested in, or is an officer or director of, such other corporation, and any officer or director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which this Corporation is interested; and no contract, or other transaction of this Corporation with any person, firm or corporation, shall be affected by the fact that any officer or director of this Corporation is in any way connected with such person, firm or corporation, and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for his or her benefit or any firm, association, or corporation in which he or she may be in any way interested.

#### ARTICLE IX. - - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and any former officer or director of the Corporation, to the full extent permitted by law.

(((H15000092147 3)))

(((H15000092147 3)))

**ARTICLE X. - LIMITATIONS ON SHAREHOLDERS AND ALIENATION OF STOCK**

A. No capital stock of this Corporation shall be issued to anyone other than an individual who is duly licensed as a doctor of medicine under the laws of the State of Florida; also, no shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of such shareholder's stock.

B. If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional medical services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to existing law, places restrictions or limitations upon the continued rendering of such professional services, he or she shall forthwith sever all employment with, and financial interest in, the Corporation.

C. No shareholder of this Corporation may sell or transfer such shareholder's shares of the stock of this Corporation except to another individual who is eligible to be a shareholder of the Corporation.

D. Each shareholder of this Corporation shall have the power to enter into one or more agreements restricting or regulating the sale, transfer or other disposition of any of the outstanding shares of the stock of the Corporation.

**ARTICLE XI. - 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 objectives stated above, the Corporation shall have all and singular the following powers:

A. The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, joint venture, or otherwise, with any person,

(((H15000092147 3)))

(((H15000092147 3)))

firm, or other corporation to carry on any business which this Corporation has the direct or incidental authority to pursue.

B. The Corporation shall have the power to enter into one or more agreements obligating or permitting it to purchase and acquire any and all of its outstanding shares of stock upon such terms and conditions as shall be approved by its directors, subject to any restrictions or limitations imposed by law.

C. The Corporation shall have the power to enter into, for the benefit of its employees, any one or more of the following: (1) a defined contribution retirement plan; (2) a defined benefit retirement plan; (3) a stock bonus plan; (4) a thrift and savings plan; (5) a restricted stock option plan; or (6) any other retirement, incentive or deferred compensation plan deemed appropriate by the directors.

#### ARTICLE XII. - AMENDMENT - NATURE OF BUSINESS

In the event the ownership of shares of stock of this Corporation shall be transferred into the hands of a person or persons who is or are not qualified to own such shares under the provisions of the Florida Professional Service Corporation Act, the directors of this Corporation shall have the power to fill any vacancy existing in the directors; and all of the directors and all of the shareholders of the Corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article IV herein, so that this Corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes, except that the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(((H15000092147 3)))

(( (H15000092147 3) ))

EXECUTED by Scott M. Friedman, M.D. as President of the Corporation, this 13<sup>th</sup> day  
of April, 2015.

  
SCOTT M. FRIEDMAN, M.D., President

(( (H15000092147 3) ))