

P03000104301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

☐

WAIT

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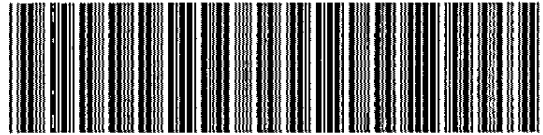
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
05 JAN 31 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2005 JAN 31 AM 10:13  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2/1/05

Amended +  
Restated

SP

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- VALERIE A. BARRETT, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
VALERIE A BARRETT, INC.**

(Including the change of name to Valerie A. Barrett, MD, P.A.)

The undersigned, a natural person who is licensed or otherwise legally authorized to engage in the practice of medicine in the State of Florida, hereby forms a professional corporation in accordance with, and subject to, the provisions of Florida Statutes Chapter 621 (the Professional Service Corporation and Limited Liability Company Act) and other laws of the state of Florida, and hereby adopts the following articles of incorporation for such corporation.

**ARTICLE ONE  
NAME**

The name of the corporation is **Valerie A. Barrett, MD, P.A.**

**ARTICLE TWO  
TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence.

**ARTICLE THREE  
CORPORATE PURPOSE**

The purpose of the professional service corporation is to engage in every phase and aspect of the practice of medicine. The sole and exclusive professional service to be rendered by the corporation is the providing of medical services. In addition, the professional service 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.

**FILED**  
05 JAN 31 PM 4:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE FOUR  
CAPITAL STOCK**

The total number of shares of capital stock which the professional service corporation shall be authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of one dollar (\$1.00) per share.

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 FIVE  
ADDRESS OF PRINCIPAL OFFICE**

The current street and mailing address of the professional service corporation's principal office is:

23 N. Via Lucindia, Stuart, Florida 34996.

**ARTICLE SIX  
ADDRESS OF REGISTERED OFFICE**

The street address of the current registered office of the professional service corporation is:

23 N. Via Lucindia, Stuart, Florida 34996

The name of its initial registered agent at said address is Valerie A. Barrett.

**ARTICLE SEVEN  
BOARD OF DIRECTORS**

The business of the professional service corporation shall be managed by its board of directors. The initial board of directors shall consist of one director whose name and address is as follows:

Valerie A. Barrett, MD, 23 N. Via Lucindia, Stuart, Florida 34996.

**ARTICLE EIGHT  
INCORPORATOR**

The name and address of each person signing these Articles of Incorporation is: Valerie A. Barrett, MD, 23 N. Via Lucindia, Stuart, Florida 34996.

**ARTICLE TEN  
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.

Except as may be provided otherwise in the bylaws or in a separate agreement entered into between the corporation and one or more of the shareholders:

- A. 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.
- B. 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 or separate agreement, and if the bylaws or separate agreement do not so provide, then the purchase shall be upon such terms as agreed upon by the selling shareholder and corporation. If an agreement may

not be made, then the purchase price shall be determined by the average of two appraisals with each party selecting a professional appraiser who is licensed to appraise businesses in the state of Florida. The sale shall be made within 60 days after receipt of the 2 appraisals and the corporation may elect to pay all cash or 25% cash and the balance amortized over a period of 5 years with monthly payments based on an interest rate of the prime interest rate plus one percent, with adjustments in the interest rate each year on the same date as the original closing date. The "prime" interest rate shall be the same rate as the Constant Maturity Yield of One Year Treasury Securities Index. Each adjusted rate shall remain in effect until the next adjustment in the following year.

If the Index as set forth above is subsequently not available for whatever reason, then the prime rate shall be the highest prime rate plus one percent (1%) of major money center banks as published in the Wall Street Journal.


#### **ARTICLE ELEVEN 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.

#### **ARTICLE TWELVE SUB-CHAPTER S CORPORATION**


The corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these amended and restated articles of incorporation at Stuart, Florida, on January 28, 2005.

  
\_\_\_\_\_  
Valerie A. Barrett, MD

STATE OF FLORIDA  
COUNTY OF MARTIN

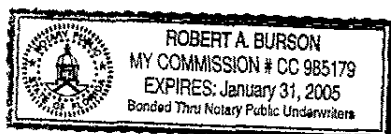
Subscribed and acknowledged before me on January 28, 2005, by Valerie A. Barrett, MD who is personally known to me



(Signature of Notary Public)

(Notary Seal)


ROBERT A. BURSON




**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 Florida Statutes, the following is submitted:

01. That Valerie A. Barrett, MD, P.A., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 23 N. Via Lucindia, Stuart, Florida 34996 has named Valerie A. Barrett, MD as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Valerie A. Barrett, MD  
January 28, 2005

02. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Valerie A. Barrett, MD  
January 28, 2005

F:\E\CORP\VALERIE A. BARRETT\05-007\RESTATED ARTICLES-01



**ARTICLES OF AMENDMENT TO  
THE  
ARTICLES OF INCORPORATION  
OF  
VALERIE A BARRETT, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

01. The name of the corporation is **VALERIE A BARRETT, INC.**
02. The following amendment of the Articles of Incorporation was adopted by the sole shareholder and sole director of the corporation on January 28, 2005 in the manner prescribed by the Florida Business Corporation Act, following the adoption by the sole director and the sole shareholder of the following resolutions.

**RESOLVED**, that the name of the corporation is hereby changed to be **Valerie A. Barrett, MD, P.A.** effective upon filing of the Articles of Amendment by the Department of State of the State of Florida.

**RESOLVED**, that the articles of incorporation be further amended to show that the corporation is formed pursuant to Chapter 621 of the Florida Statutes and that the amended and restated articles of incorporation be in the form as attached hereto as **Addendum "1"**.

03. One hundred percent of the shares of the corporation outstanding at the time of adoption were voted in favor of the amendment.
04. All of the directors and all of the shareholders of the corporation eligible to vote have signed a written statement manifesting their intention that the above amendment be adopted.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment to the Articles of Incorporation at Stuart, Florida, on January 28, 2005.

VALERIE A. BARRETT, INC.

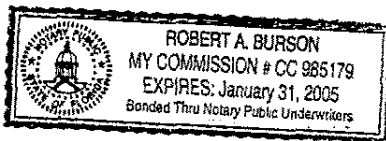
Valerie A. Barrett  
BY: Valerie A. Barrett  
ITS: President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on January 28, 2005 by Valerie A. Barrett as President of the corporation on behalf of the corporation.

Robert A. Burson  
(Signature of Notary Public)

(Notary Seal)



ROBERT A. BURSON

(Print, type, or stamp commissioned name of Notary Public)

Personally known X or

Produced identification \_\_\_\_\_

Type of identification produced: \_\_\_\_\_

F:\E\CORP\VALERIE A. BARRETT\05-007\AMEND\ARTICLES-01A