

3/16

Division of Corporations

PO4000153630

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.

(((H16000062747 3)))



H160000627473ABC0

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

Amcl

MAR 14 2016

From: Account Name : GASSMAN, CROTTY & DENICOLO, P.A.
Account Number : 075350000514
Phone : (727)442-1200
Fax Number : (727)443-5829

R. WHITE 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
PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$35.00

RECEIVED
16 MAR 11 AM 7:33
TALLAHASSEE, FLORIDA

FILED
16 MAR 11 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

16 MAR 11 PM 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended Fax #
H160000427473

Articles of Amendment
to
Articles of Incorporation
of

PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P04000153630

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

H160000427473

H160000627473

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

H160000627473

H160000627473

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

H160000627473

H160000627473

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated March 10, 2016

Signature _____

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DACELIN ST. MARTIN

(Typed or printed name of person signing)

PRESIDENT, DIRECTOR

(Title of person signing)

H160000627473

Audit Fax#: H160000627473

**ATTACHMENT TO
ARTICLES OF AMENDMENT OF
PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, PA,
A FLORIDA PROFIT CORPORATION**

WHEREAS, PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, PA, was formed on November 9, 2004 by filing Articles of Incorporation with the Florida Secretary of State; and

WHEREAS, PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, PA, is changing its name to PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, INC. effective with filing of the Articles of Amendment to the Articles of Incorporation attached hereto with the Florida Secretary of State; and

WHEREAS, the sole Shareholder, Officer and Director of the corporation wishes to Restate and Amend the Articles of Incorporation of the Company in their entirety; and

THEREFORE, the Articles of Incorporation filed with the Florida Secretary of State on November 9, 2004 are hereby Restated and Amended in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

PEDIATRIC AND INTERNAL MEDICINE SPECIALISTS, INC.

ARTICLE II - PRINCIPAL ADDRESS

The principal address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the corporation is:

1990 N. Prospect Ave.
Lecanto, FL 34460

The mailing address of the corporation is:

P.O. Box 2066
Lecanto, FL 34460

ARTICLE III - NATURE OF BUSINESS

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

Audit Fax#: H160000627473

Audit Fax#: H160000627473

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety 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.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V - DIRECTORS

The name and mailing address of the Director is:

DACELIN ST. MARTIN, M.D.
P.O. Box 2066
Lecanto, FL 34460

The above-named Director shall hold office until successors are elected.

Audit Fax#: H160000627473

Audit Fax#: H160000627473

ARTICLE VI - REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the registered office of this Corporation in the State of Florida is 4599 N. Buffalo Drive, Beverly Hills, FL 34465. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The Registered Agent is designated as DACELIN ST. MARTIN, M.D. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE VII - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of \$500.00.

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any unissued or treasury stock of this Corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others. For the purposes of this Article, "stock" includes securities convertible into or carrying a right to subscribe to or acquire stock of this Corporation.

ARTICLE IX - TERM OF EXISTENCE

This Corporation is to exist perpetually.

At all times, each Shareholder of this Corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the Shareholder's name on the Corporation's books. In elections for the Board of Directors, each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors for whom the Shareholder is entitled to vote. The Shareholder may cast all of the Shareholder's votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

ARTICLE X - DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by a vote of the then acting Director or Directors by majority rule when approved by the Stockholders, but shall never be less than one (1).

Audit Fax#: H160000627473

Audit Fax#: H160000627473

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his or her personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him or her to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he or she be liable if in good faith in determining the amount available for dividends or distribution, he or she considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The Stockholders, by agreement, or the By-Laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the Stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

Audit Fax#: H160000627473

Audit Fax#: H160000627473

ARTICLE XIV - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing First Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 10th day of March, 2016.

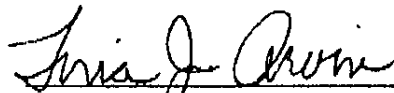
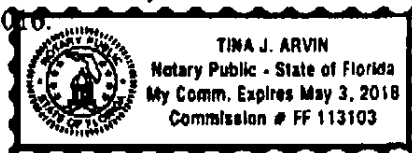


ALAN S. GASSMAN, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared ALAN S. GASSMAN, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 10th day of March, 2016.


Notary Public

My Commission Expires:

Audit Fax#: H160000627473

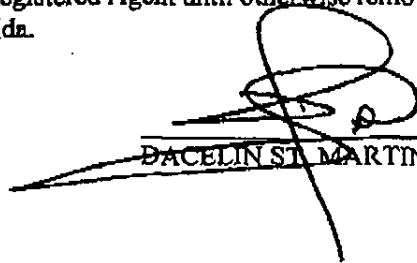
Audit Fax#: H160000627473

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

DACELIN ST. MARTIN, M.D.
4599 N. Buffalo Drive
Beverly Hills, FL 34465

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



DACELIN ST. MARTIN, M.D.

J:\St. Martin, Dacelin\Pediatric and Internal Medicine Specialists, Inc. (FL)\Attachment to Articles of Amendment 1.wpd
0a 10/19/15

Audit Fax#: H160000627473