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Amends And
Restates And
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HALIFAX ANESTHESIOLOGY ASSOCIATES, P.A.

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THE UNDERSIGNED, President of HALIFAX ANESTHESIOLOGY ASSOCIATES, P.A., a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is HALIFAX ANESTHESIOLOGY ASSOCIATES, P.A.

ARTICLE SECOND: 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 1, 2007, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

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

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME OF CORPORATION AND EFFECTIVE DATE

The name of this corporation shall be HALIFAX ANESTHESIOLOGY ASSOCIATES, P.A.

ARTICLE II - ADDRESS

The mailing address of the corporation is 311 North Clyde Morris Blvd, Suite 350, Daytona Beach, Florida 32114.

ARTICLE III - GENERAL NATURE OF BUSINESS

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

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 or Doctor of Osteopathy duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice medicine therein.

B. To invest the funds of this 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 such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, 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.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. 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.

C. 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 V - DURATION

This corporation shall exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

David L. Schick, Esquire

ARTICLE VII - BOARD OF DIRECTORS

- A. Directors shall be elected by a vote of at least a majority of all shares entitled to vote.
- B. The number of directors may be increased or diminished from time to time by a vote of at least a majority of all shares entitled to vote, but no decrease shall have the effect of shortening the term of any incumbent director, and the numbers of directors shall never be less than one (1).
- C. Any director may be removed from office by a vote of at least a majority of all shares entitled to vote at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, shall be filled by a vote of at least a majority of all shares entitled to vote at the next annual meeting of shareholders or at a special meeting of shareholders called for the purpose of filling such vacancies. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

ARTICLE VIII - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Medicine or Doctor of Osteopathy under the laws of the State of Florida. No shareholder of this corporation may sell or transfer such shareholder's shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such shareholder's shares.

ARTICLE IX - BYLAWS

The shareholders of this corporation, by the affirmative vote of at least two-thirds (2/3rd) of all shares entitled to vote, shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws.

ARTICLE X - 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.

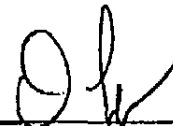
B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation, or a shareholders agreement between this corporation and its shareholders setting forth the terms and conditions of such purchase; 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 XI - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds (2/3rd) of all shares entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation, this 1 day of July, 2007.



David A. Lev, M.D., President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 3 day of December, 2007,
by David Lev MD.



Signature of Notary Public

PATRICIA HEATH
(Print Notary Name)

My Commission Expires 08-04-2010
Commission No.: 00000000000000000000

☒ Personally known, or

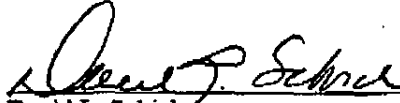
☐ Produced Identification

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 HALIFAX ANESTHESIOLOGY ASSOCIATES, P.A., I hereby accept and agree to act in this capacity.


David L. Schick