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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ROBIN ROTH, P.A.

These Amended and Restated Articles of Incorporation are filed pursuant to F.S. 607.1007; F.S. 607.0120; F.S. 621.13; and F.S. 607.1805.

The name of the for profit corporation is ROBIN ROTH, P.A. (the "Corporation"). The Corporation's original Articles of Incorporation (the "Original Articles") were filed with the Florida Department of State on March 26, 2007 and assigned document number P07000037988. These Amended and Restated Articles of Incorporation ("Amended And Restated Articles") contain amendments and restatements to the Original Articles requiring shareholder approval. The shareholders and board of directors of the Corporation adopted and approved these Amended And Restated Articles on July 1, 2007, and the number of votes cast was sufficient for approval.

Pursuant to F.S. 607.1805, the shareholders and directors of the Corporation state that the Corporation, is engaged solely in carrying out professional medical services, which are of a type provided by a corporation originally organized under Chapter 621 of the laws of the State of Florida. These Amended and Restated Articles of Incorporation are filed, in part, to clarify that the Corporation's corporate nature is that of a professional service corporation, and that it intends to operate in compliance with Chapter 621 of the laws of the State of Florida.

These Amended And Restated Articles shall become effective upon filing with the Florida Department of State. Upon filing, the Original Articles shall be superseded and these Amended And Restated Articles shall be the articles of incorporation of the Corporation.

The Corporation hereby amends and restates its Original Articles as follows:

ARTICLE I. NAME

The name of this Corporation shall be ROBIN ROTH, P.A..

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation is 350 7th Street North, Naples, FL 34102. The mailing address of the Corporation is 12693 Tamiami Trail, Suite 120, Naples, FL 34113.

ARTICLE III. PURPOSE

The purposes for which this Corporation is organized are the following:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical practice for the purposes of providing medical care and treatment
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.

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c. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes that is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The registered office of the Corporation is 9003 Shenendoah Circle, Naples, FL 34113. The name of the registered agent at that office is WILLIAM IVAN.

ARTICLE V. DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than seven (7) members. The method of election of Directors is stated in the By-laws of the Corporation.

ARTICLE VI. PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. AUTHORIZED SHARES

The aggregate number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of voting common stock. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VIII. PROFESSIONAL SERVICES CORPORATION PROVISIONS

Limitation on Rendition of Professional Services. This Corporation may not render professional services except through its shareholders, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida. Provided, however, the term "employee," as used herein, shall not be interpreted to include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a medical license or other legal authorization is required; and provided further, that nothing shall be interpreted to require that the right of an individual to be a shareholder of this Corporation is dependent upon the present or future existence of an employment relationship between her or her and this Corporation, or her present or future active participation in any capacity in the production of the income of this Corporation or in the performance of the services rendered by this Corporation.

Liability of Officers, Agents, and Employees. Nothing shall be interpreted to abolish, repeal, modify, restrict, or limit the law now in effect in the State of Florida applicable to the professional relationship and liabilities between the person furnishing the professional services and the person receiving such professional services and to the standards for professional conduct. Provided, however, that any officer, agent, or employee of this Corporation shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional services on behalf of this Corporation to the person for whom such professional services were being rendered; and provided further that the personal

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liability of the shareholders of this Corporation, in their capacity as shareholders of this Corporation, shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under chapter 607 of the Florida Statutes.

Limitation on Business Transactions and Investment of Funds. This Corporation shall not engage in any business other than the rendering of professional services for which it was specifically organized. Provided, however, nothing shall be interpreted to prohibit this Corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

Limitation On Transfer of Ownership. This Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

Disqualification of a Shareholder, Officer, Agent, or Employee. If any officer, shareholder, agent, or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this Corporation forthwith.

Alienation of Shares. No shareholder of this Corporation may sell or transfer his or her shares in this Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of this Corporation.

Name. The name of this Corporation shall not contain or use the word "company," "corporation," or "incorporated" or any other word, abbreviation, affix, or prefix indicating that it is a corporation, other than the word "chartered" or the words "professional association" or the abbreviation "P.A.," Provided, however, it shall be permissible for this Corporation to render professional services and to exercise its authorized powers under a name which is identical to its name except that the word "chartered," the word "professional association" or the abbreviation "P.A." may be omitted, provided that this Corporation has first registered the name to be so used in the manner required for the registration of fictitious names.

Consolidation and Merger. This Corporation shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under chapter 621 of the Florida Statutes to render the same specific professional services, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

ARTICLE IX. AMENDMENT

These Amended and Restated Articles may be amended or restated by the affirmative vote or consent of all shareholders of the Corporation.

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IN WITNESS WHEREOF, the undersigned has signed these Amended And Restated Articles on this 1st day of July, 2007.


ROBIN ROTH, P.A.

By: 
Robin F. Roth, President and Director

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ROBIN ROTH, P.A., which is contained in the foregoing Amended and Restated Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated as of the 1st day of July, 2007.



William Ivan
Registered Agent

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