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Florida Department of State

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Division of Corporations
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
OSTEOPATHIC HERITAGE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OSTEOPATHIC HERITAGE CORPORATION**

Document No. P08000048133

Pursuant to the provisions of Section 607.1007 and 607.1805, Florida Statutes, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation for the purposes of converting to a professional service corporation, as authorized by Section 607.1805, Florida Statutes, and amending and restating its Articles of Incorporation, and states as follows:

1. The name of the corporation is **OSTEOPATHIC HERITAGE CORPORATION** (the "Corporation"). The effective date of filing the original Articles of Incorporation with the Secretary of State was May 13, 2008.
2. The Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and Shareholders of this Corporation effective June 15, 2015.
3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name

The name of this corporation shall be: **OSTEOPATHIC HERITAGE PROFESSIONAL ASSOCIATION.**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office shall be 17222 Hospital Blvd., Suite 226, Brooksville, FL 34601 and the mailing address of this corporation shall be 17222 Hospital Blvd., Suite 226, Brooksville, FL 34601.

ARTICLE III

Duration and Purposes

The Corporation shall have perpetual existence. The general purpose for which this Corporation is organized is the practice of medicine as a Professional Corporation under Chapter 621, Florida Statutes. This Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the Florida Business Corporation Act, Ch. 607, Florida Statutes, as limited by Chapter 621, Florida Statutes.

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ARTICLE IV
Rendition of Professional Services

The Corporation shall render professional services only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services defined in Chapter 621. The term "agents," "officers," "employees," and "representatives" shall not 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 license or other legal authorization is required.

ARTICLE V
Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, having a par value of \$0.01 per share, which shall be designated as Common Stock. All shareholders must be licensed to practice medicine in Florida.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 17222 Hospital Blvd., Suite 226, Brooksville, FL 34601 and the initial registered agent of this corporation at such office shall be Jeffrey S. Grove, D.O. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII
Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that this corporation shall always have at least one director. All directors must be licensed to practice medicine in Florida. The names and addresses of the initial directors of this corporation, each of whom shall serve until his successor is duly elected and qualified, shall be as follows:

Jeffrey S. Grove, D.O. Director

17222 Hospital Blvd., Suite 226
Brooksville, FL 34601

ARTICLE VIII
Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE IX
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed in the Bylaws or by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 11 day of June, 2015.

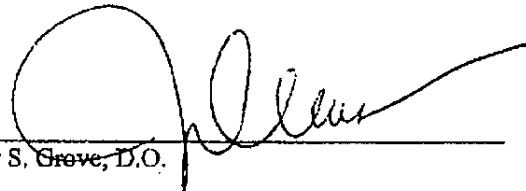


Jeffrey S. Grove, D.O., President

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Jeffrey S. Grove, D.O., having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 11 day of June, 2015.



Jeffrey S. Grove, D.O.