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SEMINOLE NEUROLOGY ASSOCIATES, INC.

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Amended & Restated w/NC

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SEMINOLE NEUROLOGY ASSOCIATES, INC.**

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Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of SEMINOLE NEUROLOGY ASSOCIATES, INC.

Section 1 - Name and Background

SEMINOLE NEUROLOGY ASSOCIATES, INC. is a corporation organized and existing under the Florida Business Corporation Act, under document number P08000099019, filed in the office of the Florida Department of State on November 4, 2008.

Section 2 - Certification

Pursuant to Section 607.1007(4) *Florida Statutes*, Seminole Neurology Associates, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated January 12, 2009, the Board of Directors recommended and the sole Shareholder unanimously approved, the following amendment and restatement of the Articles of Incorporation of Seminole Neurology Associates, Inc.:

ARTICLE I - NAME

The name of the corporation shall be Seminole Neurology Associates, P.A.

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ARTICLE II - 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 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 the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the 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 III - CAPITAL STOCK

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 \$.01 per share, which may be fractional shares.

ARTICLE IV - DURATION

The corporation shall exist perpetually.

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**ARTICLE V - INITIAL REGISTERED OFFICE, REGISTERED AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered office of the corporation is as follows:

557 North Wymore Road, Suite 100, Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

1403 Medical Plaza Drive, Suite 204, Sanford, Florida 32771

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have directors as determined and elected in accordance with the bylaws. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The name and address of the sole director and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Bhupinder S. Mangat, M.D.	1403 Medical Plaza Drive Suite 204 Sanford, Florida 32771	President/ Secretary/ Treasurer/ Director

C. Each director shall be a Doctor of Medicine duly licensed to render services as such under the laws of the State of Florida.

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 his shares.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - NO PRE-EMPTIVE RIGHTS

No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at any time be issued, sold or offered for sale by the corporation.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

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Section 3 – Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of Seminole Neurology Associates, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Florida Department of State.

Dated January 12, 2009.


Bhupinder S. Mangat, M.D., President

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CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Seminole Neurology Associates, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.


DATED January 12, 2009.


Bhupinder S. Mangat, M.D., President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED January 16, 2009.


Jeffrey M. Koltun