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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Gainesville Emergency Medical Associates, P.A.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☒ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Tom Bentley, M.D.

Name (Printed or typed)

P.O. Box 1529

Address

Newberry, Florida 32669

City, State & Zip

(407) 267-4912

Daytime Telephone number

tombentleymd@aol.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

FILED
SEP 25 PM 4:03
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GAINESVILLE EMERGENCY MEDICAL ASSOCIATES, P.A.**

The undersigned, for the purpose of amending the Articles of Incorporation for this Florida professional service corporation, in compliance with Chapter 607 and Chapter 621, Florida Statutes, hereby adopts the following Amended and Restated Articles of Incorporation consolidating all amendments into one document:

ARTICLE I - NAME

The name of this professional corporation is Gainesville Emergency Medical Associates, P.A. (hereinafter called the "Corporation"). The Articles of Incorporation were filed on November 10, 2009, and assigned Florida Document Number P09000092693.

ARTICLE II - ADDRESS

The principal office of the Corporation is located at:

6500 NEWBERRY ROAD
GAINESVILLE, FL 32605

The mailing address of the Corporation is:

P.O. BOX 1529
NEWBERRY, FL 32669

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in every phase and aspect of the business of rendering professional medical services, including emergency medical services to the general public; and to engage in any activities which will facilitate and promote the practice of medicine, or understanding of the practice of medicine generally. The Corporation shall have all the powers granted to professional service corporations pursuant to the Florida Professional Service Corporation and Limited Liability Company Act, as amended, including all of the powers of a Florida corporation pursuant to the Florida Business Corporation Act and nothing herein shall be construed as limiting or eliminating any such powers.

ARTICLE IV - NUMBER OF SHARES

The Corporation is authorized to issue 7,500 shares of common stock having a par value of \$1.00 per share. None of the shares of this Corporation may be issued to any person or entity other than an individual duly licensed as a medical doctor or osteopathic physician under applicable law, or except as may otherwise be permitted under the law.

ARTICLE V – OFFICERS AND/OR DIRECTORS

The officers ("Officers") of the Corporation are as follows:

Title: **President**

David L. Martin, Jr.
6500 Newberry Road
Gainesville Florida 32605

Title: **Vice President**

Gary W. Gillette
6500 Newberry Road
Gainesville Florida 32605

Title: **Treasurer/ Secretary**

Thomas P. Bentley
6500 Newberry Road
Gainesville Florida 32605

The Directors of the Corporation, and any changes to elected Officers shall be determined in the manner specified in the Corporation's Bylaws and Shareholder Agreement, as amended from time to time.

ARTICLE VI – REGISTERED AGENT

The name and the Florida street address of the registered agent of the Corporation is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, 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 as provided for in Chapter 607 and Chapter 621 of the Florida Statutes.



[Registered Agent's Signature]

Christine Keim
Assistant Secretary

If Signing on Behalf of Entity:

Christine Keim – Asst. Secretary
[Typed or Printed Name]

ARTICLE VII - EFFECTIVE DATE

The effective date and time of these Amended and Restated Articles of Incorporation shall be the later of the date and time that these Amended and Restated Articles of Incorporation are filed with the Florida Department of State, Division of Corporations, or October 1, 2023.

ARTICLE VIII - MANAGEMENT

The business and affairs of the Corporation shall be managed by or under the direction of the Officers, directors, and shareholders of the Corporation, as described in the Corporation's Bylaws and Shareholder Agreement, or any amendments thereto. In addition to the powers and authority expressly conferred upon them by statute or by these Amended and Restated Articles of Incorporation or the governing documents of the Corporation, the Officers are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation under applicable law.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that such person, the person's testator or administrator is or was an Officer, director or shareholder of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as director, or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article IX nor the adoption of any provision of the Corporation's Bylaws or Shareholder Agreement inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

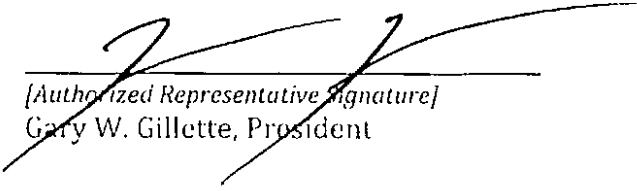
ARTICLE X - ADOPTION AND AMENDMENT

This Amended and Restated Articles of Amendment were adopted by the Shareholders. The number of votes cast by the Shareholders was sufficient for approval.

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner

now or hereafter prescribed by statute, and all rights conferred herein are granted subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been subscribed this 12th day of September, 2023, by the undersigned who affirms that the statements made hereto are true and correct. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, Florida Statutes.



[Authorized Representative Signature]

Gary W. Gillette, President