

P12000057504

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ST. LUKE'S AT THE VILLAGES, P.A.**

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A. RAMSEY  
APR 2, 2024

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO ARTICLES OF INCORPORATION OF  
ST. LUKE'S AT THE VILLAGES, P.A.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Statutes, the Articles of Incorporation of ST. LUKE'S AT THE VILLAGES, P.A., a Florida corporation (the "Corporation"), are hereby amended and restated, as follows:

1. The name of the Corporation is ST. LUKE'S AT THE VILLAGES, P.A. The document number is P12000057504.
2. The Articles of Incorporation, as amended and restated, are set forth on Annex A attached hereto (the "Amended and Restated Articles").
3. The Amended and Restated Articles contain amendments to the Articles of Incorporation requiring shareholder approval.
4. The amendments to, and restatement of, the Articles of Incorporation included in the Amended and Restated Articles, were adopted by the directors and approved by the shareholders pursuant to that certain Action by Written Consent of the Shareholders and Directors executed on April 1, 2024, as permitted by Sections 607.0704, 607.0821, and 607.1003 of the Florida Statutes.
5. The sole voting group entitled to vote on this amendment consists of the holder of all voting common stock of the Corporation, and the number of votes cast for this amendment by the written consent of that voting group was sufficient for approval by it.
6. These Amended and Restated Articles shall be effective on the date filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these ARTICLES OF AMENDMENT.

ST. LUKE'S AT THE VILLAGES, P.A.,  
a Florida corporation

By:

Name: J. Pitzer Gills, IIITitle: PresidentDate: April 1, 2024

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ANNEX "A"

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
ST. LUKE'S AT THE VILLAGES, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida, the Amended and Restated Articles of Incorporation of ST. LUKE'S AT THE VILLAGES, P.A. shall read in their entirety as follows:

**ARTICLE I****Name**

The name of this corporation is:

ST. LUKE'S AT THE VILLAGES, P.A.

(the "Corporation").

**ARTICLE II****Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation are 43309 US Highway 19 N, Tarpon Springs, Florida 34689.

**ARTICLE III****Purpose**

The Corporation is formed to engage in every aspect of the practice of medicine. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The Corporation may also invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and may own real and personal property necessary for the rendering of such professional services.

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**ARTICLE IV**  
**Corporate Existence**

The Corporation shall have perpetual existence.

**ARTICLE V**  
**Capital Stock**

The Corporation is authorized to issue Eight Thousand (8,000) shares of voting common stock and Two Thousand (2,000) shares of non-voting common stock each with a par value of one cent (\$0.01) per share. None of the authorized shares of the Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE VI**  
**Preemptive Rights**

The Corporation elects to have preemptive rights.

**ARTICLE VII**  
**Restraint on Alienation of Shares**

No shareholder of the Corporation may sell or transfer any shares of the Corporation except to another individual who is eligible to be a shareholder of the Corporation. The foregoing restriction on alienation is not exclusive, and nothing herein shall preclude the imposition of additional restrictions on the transfer or registration of outstanding shares of the Corporation pursuant to the bylaws, an agreement among the shareholders of the Corporation or an agreement between the shareholders and the Corporation.

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**ARTICLE VIII**  
**Forfeiture Upon Occurrence of Disqualifying Event**

The earliest to occur of any of the following events with respect to any shareholder of the Corporation (a "Disqualifying Event") shall constitute an event disqualifying such shareholder (the "Disqualified Shareholder") from owning shares of the Corporation:

- (a) his/her legal disqualification to practice medicine in the State of Florida;
- (b) his/her acceptance of employment that, pursuant to existing law, places restrictions or limitations upon his/her continued rendering of professional medical services;
- (c) any sale, transfer, hypothecation or pledge, or attempted sale, transfer, hypothecation or pledge, by him/her of stock in the Corporation to any person ineligible to be a shareholder in the Corporation; or
- (d) the occurrence of any involuntary transfer of his/her stock in the Corporation, the effect of which is to vest any legal or equitable interest in such stock in some person other than the shareholder.

Upon the occurrence of a Disqualifying Event, all of the shares of stock in the Corporation owned by the Disqualified Shareholder shall be forfeited to, and redeemed by the Corporation, on the terms and conditions as may be set forth in any applicable provision of the bylaws, an agreement among the shareholders, or an agreement between the shareholders and the Corporation, in effect from time to time; provided, however, in the absence of a bylaw or contractual provision governing the redemption of a Disqualified Shareholder's stock in the Corporation upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall be entitled to receive, in consideration for the forfeiture of his/her stock in the Corporation, a sum equal to the product of (a) the number of shares of stock owned by the Disqualified Shareholder, multiplied by (b) the "book value" of a single share of outstanding stock of the Corporation determined as of the last day of the month preceding the month in which the Disqualifying Event occurs (the "Determination Date"), and no more. For purposes of these Articles of Incorporation, the "book value" of a single share of outstanding stock of the Corporation shall mean the quotient of (i) the

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sum of the assets of the Corporation, reduced by the sum of its liabilities, divided by (ii) the total number of shares of outstanding stock of the Corporation, all determined as of the close of business on the Determination Date, and shall be determined by the accountant or firm of accountants then servicing the books and records of the Corporation, in accordance with generally accepted accounting principles, consistently applied. The determination of such accountant shall be binding upon the Corporation and the Disqualified Shareholder, unless patently erroneous. Upon the occurrence of a Disqualifying Event, the Disqualified Shareholder shall sever all employment with, and forthwith cease to be a shareholder of, the Corporation and, except to receive payment for his/her stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to the Disqualified Shareholder by the Corporation, the Disqualified Shareholder shall then and thereafter have no further financial interest of any kind in the Corporation. Each shareholder of the Corporation hereby grants an irrevocable power of attorney to the Corporation to cancel his/her stock upon the occurrence of a Disqualifying Event

**ARTICLE IX**  
**Registered Office and Agent**

The street address of the registered office of the Corporation is 43309 US Highway 19 N, Tarpon Springs, Florida 34689, and the name of the registered agent of the Corporation at that address is J. Pitzer Gills, III.

**ARTICLE X**  
**Board of Directors**

The business of the Corporation shall be managed by its Board of Directors. The Corporation shall have at least one (1) director. The number of directors may be either increased or diminished

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from time to time in the manner provided in the bylaws, but shall never be less than one (1). The names and street addresses of the current directors of the Corporation are:

<u>Name:</u>	<u>Address:</u>
David A. Rood	43309 US Highway 19 N Tarpon Springs, FL 34689
J. Pitzer Gills, III	43309 US Highway 19 N Tarpon Springs, FL 34689
Kimberly Ireland	43309 US Highway 19 N Tarpon Springs, FL 34689
Mark H. Lindberg	43309 US Highway 19 N Tarpon Springs, FL 34689

#### **ARTICLE XI** **Indemnification**

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

#### **ARTICLE XII** **Amendment**

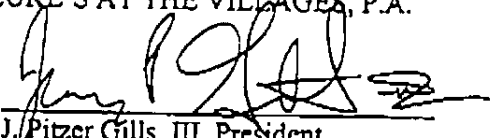
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the bylaws of the Corporation or other governing law, and any rights conferred on the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 1st day of April, 2024.

ST. LUKE'S AT THE VILLAGES, P.A.

By:

  
J. Pitzer Gills, III, President

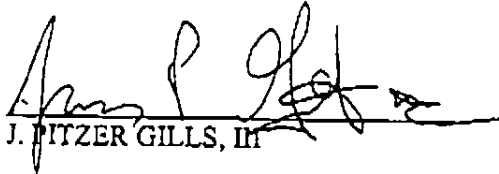


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**REGISTERED AGENT CERTIFICATE**

Having been named as registered agent to accept service of process for ST. LUKE'S AT THE VILLAGES, P.A., at the place designated in the Amended and Restated Articles of Incorporation, I hereby accept appointment as its agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as registered agent.

Dated this 1st day of April, 2024.



J. PITZER GILLS, III