

P120000064119

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

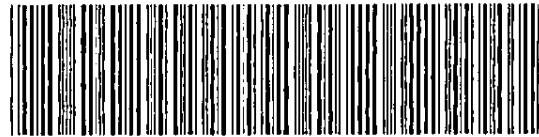
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09/14/20--01001--005 \*\*35.00

SEP 11 PM 3:58

SEP 15 11:09

*Amended + Restated  
Name Change*

C. GOLDEN

SEP 16 2020

FLORIDA CAPITAL COURIER SERVICES, INC  
2330 CLARE DRIVE  
TALLAHASSEE, FL 32309  
(850) 524-5437  
(850) 524-6243

(OFFICE USE ONLY)

Business Name & Document Number, (if known):

1. GIACOMO S. GUGGINO, M.D., P.A. P12000064119  
Name Document Number (if known)

☒ Walk in ☐ Will wait

☐ Certified Copy of:

☐ Certificate of Status

**NEW FILINGS**

☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ INC

**AMENDMENTS**

☐ Amendment  
☐ Resignation of R.A. Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

☐ Annual Report  
☐ Fictitious Name  
☐ APOSTIL

                      
COUNTRY

**REGISTRATION/QUALIFICATIONS**

☐ Foreign  
☐ Limited Partnership  
☒ Reinstatement  
☐ Trademark  
☐ Other

EXAMINER'S INITIALS:                     

Resubmit.

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: GIACOMO S. GUGGINO, M.D., P.A.

DOCUMENT NUMBER: P12000064119

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ryan Portugal

Name of Contact Person

Blalock Walters, P.A.

Firm/ Company

2 North Tamiami Trail, Suite 400

Address

Sarasota, FL 34236

City/ State and Zip Code

rportugal@blalockwalters.com

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

For further information concerning this matter, please call:

Ryan Portugal

Name of Contact Person

at ( 941 )

748-0100

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 14, 2020

FLORIDA CAPITAL COURIER SERVICES, INC.

SUBJECT: GIACOMO S. GUGGINO, M.D., P.A.  
Ref. Number: P12000064119

We have received your document for GIACOMO S. GUGGINO, M.D., P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging.

The print is too light and it will not image well.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 820A00017424

RECEIVED  
2020 SEP 15 PM 3:47  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GIACOMO S. GUGGINO, M.D., P.A.

2020 15 PM 4:09

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GIACOMO S. GUGGINO, M.D., P.A. (the "Amended and Restated Articles") were adopted on July 23, 2020, by the shareholders of GIACOMO S. GUGGINO, M.D., P.A., a Florida professional corporation (the "Corporation") pursuant to Sections 607.1003 and 607.1007, Florida Statutes, and shall be effective on August 3, 2020 (the "Effective Date").

WITNESSETH:

WHEREAS, the Corporation's original Articles of Incorporation, document number P12000064119, were filed with the Florida Secretary of State on July 19, 2012 (the "Articles");

WHEREAS, the Corporation, its Director and Shareholders believe it to be in the best interests of the Corporation to provide for the sale of all shares of the common stock of the Corporation, and in connection therewith, it is necessary to amend and restate the Articles; and

WHEREAS, as a result of the sale of common stock, the Corporation, its Director and Shareholders believe it to be in the best interests of the Corporation to change the name of the Corporation and convert the form of the entity from a Florida professional corporation to a Florida corporation pursuant to the provisions of Florida Statutes Chapter 607 and Chapter 621.

NOW, THEREFORE, pursuant to the provisions of Florida Statutes Section 607.1003 and 607.1007, the Corporation hereby adopts the following Amended and Restated Articles:

ARTICLE I  
NAME

The name of this corporation is: Florida Pediatric Eye Specialists, Inc. (the "Corporation").

ARTICLE II  
PURPOSE

The purpose for which this Corporation is organized is:

Any and all lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III  
PRINCIPAL OFFICE

Fax Audit #

The principal place of business address of the Corporation is:

3115 West Swann Avenue  
Tampa, Florida 33609

The mailing address of the Corporation is:

403 Vonderburg Drive, Suite 101  
Brandon, Florida 33511

#### **ARTICLE IV STOCK**

This Corporation is authorized to issue up to One Thousand (1,000) shares of voting common stock and up to Ninety-Nine Thousand (99,000) shares of non-voting common stock. All of the authorized stock of this Corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor, or services, at a just valuation to be fixed by the Board of Directors of the Corporation.

#### **ARTICLE V EXISTENCE**

The Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida or as provided in the Bylaws of this Corporation.

#### **ARTICLE VI REGISTERED OFFICE AND AGENT**

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

Gregory L. Henderson, M.D., F.A.C.S.  
403 Vonderburg Drive, Suite 101  
Brandon, Florida 33511

#### **ARTICLE VII STOCK TRANSFERABILITY**

No stockholder of the Corporation may sell or transfer his or her shares in the Corporation except as set forth in that certain Stockholders' Agreement of the Corporation.

#### **ARTICLE VIII DIRECTORS**

The Corporation shall have one (1) director. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

The name and street addresses of the directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Gregory L. Henderson, M.D., F.A.C.S.	405 Vonderburg Drive, Suite 101 Brandon, FL 33511

Said directors are of full age and are citizens of the United States of America. The aforesaid directors shall hold their offices until the next annual meeting of the stockholders or until their successors are elected and have qualified.

#### **ARTICLE IX OFFICERS**

The officers of the Corporation are:

President: Gregory L. Henderson, M.D., F.A.C.S.  
Vice President: David M. Henderson  
Secretary: Kristen M. Henderson  
Treasurer: Joyce Tomecko

#### **ARTICLE X BYLAWS**

The bylaws of the Corporation may be created, amended or changed by the stockholders or directors at any regular or special meeting, duly held.

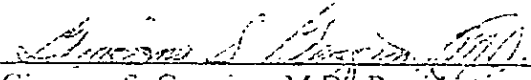
#### **ARTICLE XI INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, has the power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

Fax Audit #

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation effective as of the Effective Date.

**GIACOMO S. GUGGINO, M.D., P.A.**  
a Florida professional corporation

By:   
Giacomo S. Guggino, M.D., President

Fax Audit #