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11-13-13
13 NOV 12 PM 4:57
DE

Noreen Fenner

Requester's Name

115 East Park Avenue, Suite 1

Address

Tallahassee, FL 32301 212-0226

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Noguera Internal Medicien & Associates P13000062156

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF
NOGUERA INTERNAL MEDICINE & ASSOCIATES, P.A.**

FILED
13 NOV 12 PM 4:57
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

Pursuant to the authority of §607.1003 and §607.1007 of the Florida Business Corporation Act, and §621.13 of the Florida Professional Service Corporation and Limited Liability Company Act, the undersigned corporation, **NOGUERA INTERNAL MEDICINE & ASSOCIATES, P.A.** (the "Corporation"), hereby adopts and files the following Articles of Amendment and Restatement to its Articles of Incorporation:

1. **ARTICLE FIRST:** The name of the Corporation is presently "Noguera Internal Medicine & Associates, P.A."
2. **ARTICLE SECOND:** The current Articles of Incorporation of the Corporation, as previously amended and/or restated, are hereby, effective immediately upon the filing of these Articles of Amendment and Restatement with the Department of State of Florida, deleted in their respective entireties, and are hereby replaced and superseded in their respective entireties by the Amended and Restated Articles of Incorporation in the form attached hereto as *Exhibit 1* (the "Restated Articles"). One amendment effected by the Restated Articles is to change the name of the Corporation from "Noguera Internal Medicine & Associates, P.A." to "Noguera Internal Medicine & Associates, Inc."
3. **ARTICLE THIRD:** The Restated Articles contain and effectuate certain amendments (the "Amendments") to the existing Articles of Incorporation of the Corporation which require approval of the shareholders of the Corporation.
4. **ARTICLE FOURTH:** The Restated Articles of the Corporation, including, without limitation, all amendments included therein, were adopted by the written consent of the sole shareholder of the Corporation on the 8th day of November, 2013. The number of votes cast for the Restated Articles, including, without limitation, for all amendments included therein, by the sole shareholder of the Corporation was sufficient for approval of all such amendments.

IN WITNESS WHEREOF, these Articles of Amendment and Restatement have been executed by the undersigned as of the 8th day of November, 2013.

**NOGUERA INTERNAL MEDICINE &
ASSOCIATES, P.A.**


By: 
Guillermo E. Noguera, MD,
President

EXHIBIT 1

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NOGUERA INTERNAL MEDICINE & ASSOCIATES, P.A. (a Florida corporation)

Pursuant to the authority of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), and pursuant to the authority of §621.13 of the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, the Articles of Incorporation of NOGUERA INTERNAL MEDICINE & ASSOCIATES, P.A., a corporation organized and existing under the laws of the state of Florida, which Articles of Incorporation were initially filed with the Florida Department of State on July 24, 2013, and which were previously amended on September 11, 2013, are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the Corporation is **NOGUERA INTERNAL MEDICINE & ASSOCIATES, P.A.**; *provided, however*, that, upon the filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, the name of the corporation shall be changed to **NOGUERA INTERNAL MEDICINE & ASSOCIATES, INC.** (hereinafter called the "Corporation"). It is the specific intention of the Corporation that, by filing these Amended and Restated Articles of Incorporation with the Florida Department of State, the Corporation be a corporate entity no longer governed by Chapter 621 of the Florida Statutes, but exclusively governed by the FBCA.

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the current principal place of business of the Corporation is 1920 Don Wickham Drive, Clermont, Florida 34715, such principal place of business of the Corporation may be relocated to such address and city within or without the state of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The name and address of the Corporation's current registered agent in the state of Florida, whose consent to appointment as registered agent has been previously filed with the Florida Department of State, is American Safety Council, Inc., 5125 Adanson Street, Suite 500, Orlando, Florida 32804.

ARTICLE III - PURPOSE

The Corporation is formed to engage in the practice of medicine and the provision of medical and related services, and may also engage in any lawful act or activity for which corporations may be organized under the FBCA, including any amendments thereto.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Two Thousand (2,000) shares of common stock, par value \$0.001 per share, all of which shall be voting Common Shares.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than seven (7) members. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the Board of Directors must be natural persons who are at least eighteen (18) years of age but need not be residents of Florida or shareholders of the Corporation.

ARTICLE VI - LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director, unless the breach or failure to perform his or her duties as a director satisfies the standards for liability set forth in Section 607.0831(1) of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors, administrators, and personal and legal representatives; *provided, however*, that, except for proceedings to enforce rights to indemnification the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors, administrators, or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time in the Corporation's Bylaws or otherwise by resolution of the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred by this Article VII to directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this Article VII shall not be exclusive of any other right(s) which any person may have or hereafter acquire under these Amended and Restated Articles of Incorporation,

the Bylaws of the Corporation, any statute, agreement, or vote of shareholders or disinterested directors, or otherwise.

Any repeal or modification of this Article VII shall not adversely affect any right to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any act or omission occurring prior to such repeal or modification. The Corporation shall have the power and authority to purchase and maintain insurance (including, without limitation, errors and omissions insurance) on behalf of any person who 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 any liability or expenses asserted against him or whether or not the Corporation would have the power to indemnify him or her against such liability or expenses under the provisions of this Article VII.

ARTICLE VIII – SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders of the Corporation shall be held only when called by the Board of Directors of the Corporation, or when requested in writing by the holders of not fewer than twenty percent (20%) of all votes entitled to be cast on any issue to be considered at the meeting.

ARTICLE IX - BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida, each of the Board of Directors and the shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the state of Florida or with these Amended and Restated Articles of Incorporation. For the shareholders to make, alter, amend, or repeal the Bylaws of the Corporation in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Amended and Restated Articles of Incorporation) must be approved by the affirmative vote of the holders of a majority of the outstanding shares of capital stock entitled to vote thereon. The Corporation's Board of Directors may freely alter, amend, or repeal the Bylaws of the Corporation unless: (a) these Amended and Restated Articles of Incorporation or the FBCA (as the same exists or may hereafter be amended) reserves the power to alter, amend, or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders; or, (b) the shareholders of the Corporation, in altering, amending, or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board of Directors may not alter, amend, or repeal the Bylaws or that Bylaw provision.

ARTICLE X – AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to alter, amend, or repeal any provision contained in these Amended and Restated Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders are subject to this reservation.