

9/18/2020 P15000058888

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ASHCHI HEART & VASCULAR CENTER, P.A.**

Document Number: P15000058888

Pursuant to the provisions of Section 607.1006, Florida Statutes, ASHCHI HEART & VASCULAR CENTER, P.A., a Florida professional corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article IV of the Corporation's Articles of Incorporation is hereby amended to add the following at the end of the Article:

**"ARTICLE IV
Capital Stock**

"This professional corporation (the "Corporation") may issue multiple classes of shares, provided that all outstanding shares of the professional corporation shall confer identical rights to distributions and liquidation proceeds and the only permitted difference in the classes of shares will be with respect to voting rights. As of the date hereof, the Corporation has 1000 shares of stock issued and outstanding, with 850 of these shares being Class A (voting) shares and 150 being Class B (non-voting) shares. Shares issued by the Corporation are not entitled to appraisal rights unless the law specifically requires otherwise.

SECOND: Article VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**"ARTICLE VII
Directors**

A. BOARD OF DIRECTORS.

The Corporation shall be managed, and its corporate powers exercised, by a board of directors, each of whom shall be at least eighteen (18) years of age. It shall not be necessary for directors to be shareholders or residents of the State of Florida. The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time pursuant to the Bylaws but shall never be less than one (1). A director may only be removed only for cause and the manner of selection and removal of directors shall be provided in the Bylaws. "For cause" shall include a director no longer being a shareholder of the Corporation.

The board of directors will have the sole authority to classify or reclassify any unissued shares into one or more classes or into one or more series within a class, and to reclassify any issued shares of any class into one or more classes or into

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one or more series within one or more classes; provided that any such classification or reclassification complies with Article XI hereof.

If the office of any director, member of a committee or other office becomes vacant, the remaining director(s) in office, by a majority vote if more than one director, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen. If a vacancy causes the board of directors to have no directors, then a majority of the Shareholders owning Class A shares shall appoint a successor director(s). If there are no shareholders owning Class A Shares that can vote on the vacancy, the vacancy shall be filled by a majority (more than 50%) of the Shareholders owning Class B Shares.

THIRD: Article VIII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**"ARTICLE VIII
Bylaws**

As more fully set forth in detail in the bylaws, the power to adopt, amend or repeal bylaws for this professional corporation shall be vested in the board of directors. Shareholders owning a majority (more than 50%) of the voting shares may also adopt, amend or repeal the bylaws."

FOURTH: Article X of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

**"ARTICLE X
Amendment**

The board of directors shall have the authority to amend, modify, revise and repeal these Articles of Incorporation. If law requires the shareholders to consent to such amendment, modification, revision or repeal, then the consent of Shareholders owning a majority (more than 50%) of the voting shares shall be required for such amendment, modification or revision, may also adopt, amend or repeal the bylaws."

FIFTH: Except as hereby expressly amended, the Articles of Incorporation of the Corporation shall remain the same.

SIXTH: The foregoing amendments were adopted by the shareholders of the Corporation effective as of January 1, 2020. The number of votes cast for the amendments by the shareholders were sufficient for approval.

SEVENTH: The foregoing amendment was approved by the shareholders of the Corporation by written consent in accordance with Section 607.0704, Florida Statutes. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by a duly authorized officer of the Corporation on September 17, 2020.

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ASHCHI HEART & VASCULAR CENTER, P.A.,
a Florida professional corporation

By: 

Majdi Ashehi, DO, FACC, FSCAI, Director