

12/28/2020

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAWRENCE S. HALPERIN, M.D., P.A.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **LAWRENCE S. HALPERIN, M.D., P.A.** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was February 9, 1993, as further amended. The document number assigned to the Corporation by the Florida Department of State is No.: P93000009805.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by all of the members of the Board of Directors and the sole Shareholder of the Corporation on December 28, 2020 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name of Corporation

The name of the Corporation is **LAWRENCE S. HALPERIN, INC.**

ARTICLE II

Address of Corporation

The principal place of business and mailing address of the Corporation is:

7668 Newport Terrace
Boca Raton, Florida 33433

ARTICLE III

Purpose

The Corporation is organized and authorized to engage in any lawful act or activity for which a corporation organized under the Florida Business Corporation Act may engage.

ARTICLE IV

Duration

The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE V
Capital Stock

A. **Authorized Capital Stock.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Class A Voting Common Stock" and "Class B Non-Voting Common Stock." The total number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares, of which One Thousand (1,000) shares of which shall be Class A Voting Common Stock and Nine Thousand (9,000) shares of which shall be Class B Non-Voting Common Stock. The Voting Common Stock shall have a par value of \$1.00 per share and the Class B Non-Voting Common Stock shall have a par value of \$1.00 per share.

B. **Class A Voting Common Stock.** The Class A Voting Common Stock shall be the only shares of the Corporation's capital stock to vote on the election of directors, the sale of the Corporation or its assets and any other matters typically vested in the shareholders of a Florida corporation to authorize, consent to or vote on, and any of such actions, authorization or approvals by the Voting Common Stock shall be by the affirmative vote of the holders of a majority of the Voting Common Stock of the Corporation outstanding.

C. **Class B Non-Voting Common Stock.** The Class B Non-Voting Common Stock shall have no voting rights, however, in all other respects the Class B Non-Voting Common Stock shall be treated pari-passu and identical with the Class A Voting Common Stock, including but not limited to the payment of dividends and distributions in the event of a voluntary or involuntary liquidation or dissolution of the Corporation.

ARTICLE VI
Registered Agent and Office Address

The street address of the Corporation's registered office is 7668 Newport Terrace, Boca Raton, Florida 33433. The name of the Corporation's registered agent at that office is Lawrence S. Halperin.

ARTICLE VII
Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent now or hereafter permitted by applicable law.

[Signature page follows]

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IN WITNESS WHEREOF, the undersigned duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 28th day of December, 2020.

By: _____

Name: Lawrence S. Halperin, M.D.

Title: President

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of LAWRENCE S. HALPERIN, INC. a Florida corporation (the "Corporation"), in the Corporation's Second Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of December 28, 2020.



Lawrence S. Halperin, M.D., as Registered Agent

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