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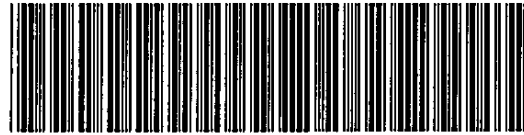
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 NOV 15 PM 3:04

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SUNCOAST PATHOLOGY, INC.

**DOCUMENT NUMBER:** \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Roy E. Hess  
(Name of Contact Person)

SUNCOAST PATHOLOGY, INC.  
(Firm/ Company)

446 SOUTH TAMiami TRAIL 2<sup>ND</sup> FLOOR  
(Address)

Venice, Florida 34285  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Roy E. Hess at ( 941 ) 483-3319 ext. 24  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 NOV 15 PM 3:04

SUNCOAST PATHOLOGY, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")  
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

TAMARA L. DENSMORE, M.D. President

WILLIAM G. ROTH, M.D. - Vice Pres, Secy, TREAS.

RICHARD E. WHISNANT, M.D. Vice Pres, Asst. Secy.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 7-1-06

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval. *SEE ATTACHED/ENCLOSURE*

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature

*William G. Roth*  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

WILLIAM G. ROTH, M.D.

(Typed or printed name of person signing)

Vice President, Secretary, Treasurer

(Title of person signing)

**FILING FEE: \$35**

**ACTION BY WRITTEN CONSENT OF DIRECTORS**

The undersigned, constituting all of the directors of SUNCOAST PATHOLOGY, INC., a Florida corporation, hereby take the following action without a meeting:


1. The following persons are appointed as officers of the corporation until their successors are duly appointed and elected:

Tamara L. Densmore, M.D.	President
William G. Roth, M.D.	Vice President, Secretary and Treasurer
Richard Whisnant, M.D.	Vice President and Assistant Secretary

2. The Employment Agreements between the corporation and TAMARA L. DENSMORE, M.D., WILLIAM G. ROTH, M.D. and RICHARD WHISNANT, M.D., dated July 1, 2006 are approved and ratified and the President is authorized and directed to sign them on behalf of the corporation, including the Employment Agreement with herself.

3. TAMARA L. DENSMORE, M.D., in her capacity as President, is authorized and directed to sign the new Shareholders' Agreement on behalf of the corporation to be effective July 1, 2006.

Executed effective July 1, 2006.

  
\_\_\_\_\_  
WILLIAM G. ROTH, M.D.

  
\_\_\_\_\_  
TAMARA L. DENSMORE, M.D.


  
\_\_\_\_\_  
RICHARD WHISNANT, M.D.

**ACTION BY WRITTEN CONSENT OF SHAREHOLDERS**

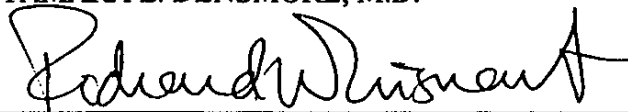
The undersigned, constituting all of the shareholders of SUNCOAST PATHOLOGY, INC., a Florida corporation, hereby take the following action without a meeting:

1. The number of directors of the corporation is increased from two to three.
2. WILLIAM G. ROTH, M.D., TAMARA L. DENSMORE, M.D. and RICHARD WHISNANT, M.D. are appointed to serve as the corporation's directors until their successors are duly appointed and elected.

Executed effective July 1, 2006.

  
\_\_\_\_\_  
WILLIAM G. ROTH, M.D.

  
\_\_\_\_\_  
TAMARA L. DENSMORE, M.D.

  
\_\_\_\_\_  
RICHARD WHISNANT, M.D.