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TRENAM, KEMKER

NO. 1109

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*Amended And
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ARTICLES OF AMENDMENT AND RESTATEMENT
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SMH RADIOLOGY ASSOCIATES, P.A.

1 Amendment and Restatement

The Articles of Incorporation of SMH RADIOLOGY ASSOCIATES, P.A. (the "Corporation"), filed initially as document P95000023796, as amended, are hereby further amended by deleting in their entirety the provisions of Articles I, II, III, IV, V, VI, VII, VIII, IX, X, XI, XII, XIII and XIV (incorrectly numbered as XVI) and substituting the following Articles I, II, III, IV, V, VI, VII, VIII and IX, and as so amended, the Articles of Incorporation are hereby restated to read as follows:

ARTICLE I. NAME

The name of the Corporation is:

SMH RADIOLOGY ASSOCIATES, P.A.

ARTICLE II. PURPOSE

This Corporation is organized as a professional corporation for pecuniary profit for the sole and specific purpose of engaging in the practice of medicine and, to the extent permitted by law, may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, may own real or personal property necessary for the rendering of professional services, and may otherwise engage in any lawful activity or business permitted to be engaged in by a professional corporation under Florida law.

ARTICLE III. DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK

The Corporation is authorized to issue TEN THOUSAND (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 1435 South Osprey Avenue, Suite 201, Sarasota, Florida 34239. The name of the initial registered agent at that address is CLARENCE REILLY, M.D.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the Corporation's principal office is 1700 South Tamiami Trail, Sarasota, Florida 34239. The Corporation's mailing address is P.O. Box 25428, Sarasota, Florida 34277.

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ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the shareholders or the By-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the By-laws or a shareholders' agreement. Subject to the By-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be shareholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The shareholders of this Corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

ARTICLE VIII. LOSS OF LICENSE; SEVERANCE AND TERMINATION OF EMPLOYMENT

A. Except as provided in section D of this Article VIII, if a shareholder of the Corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services (each a "Disqualification Event"), that person (the "Disqualified Shareholder") shall sever all employment with, and financial interests in, the Corporation forthwith. In the event a shareholder of the Corporation becomes a Disqualified Shareholder, the Disqualified Shareholder's shares in the Corporation are redeemed and shall be deemed to have been redeemed and cancelled effective as of the Disqualification Event, the shares held by the Disqualified Shareholder shall not be considered outstanding upon and after the Disqualification Event, the Disqualified Shareholder shall not be entitled to vote or participate in any corporate or shareholder action and shall cease to be an employee, officer, director, and/or shareholder of the Corporation effective as of the Disqualification Event, and the Disqualified Shareholder's sole right and entitlement shall be to receive the Redemption Price (as hereinafter defined) for those redeemed shares (the "Redeemed Shares"). All shares of the capital stock of the Corporation constitute redeemable shares which may be redeemed pursuant to the provisions of this Article VIII.

B. The redemption price for the Redeemed Shares (the "Redemption Price") shall be as set forth in the Bylaws or shareholders' agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached within a reasonable time under the circumstances (and any event within thirty (30) days), then by arbitration in accordance with the Florida Arbitration Code.

C. The Redemption Price for the Redeemed Shares shall be paid in accordance with the provisions of the applicable Bylaw or shareholders' agreement, if any, and if not, shall be paid in cash within thirty (30) days after the Corporation first acquires actual knowledge of the Disqualification Event or, if

(((H08000217465 3)))

later, within five (5) days after determination of the Redemption Price by arbitration if submitted to arbitration.

D. Section A of this Article VIII shall not apply if the sole shareholder of this Corporation becomes a Disqualified Shareholder. In such event, the Corporation shall promptly amend these Articles of Incorporation or take such other legal action as shall be necessary or appropriate to cause the Corporation to change its business purpose from the rendering of professional service to provide for any other lawful purpose by amending its articles of incorporation in the manner required for an original incorporation under Chapter 607, Florida Statutes, whereupon, as provided by §621.13, Florida Statutes, the Corporation shall be removed from the provisions of Chapter 621, Florida Statutes, including, but not limited to, the right to practice a profession.

ARTICLE IX. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

2 Date of Adoption.

The foregoing Articles of Amendment and Restatement were adopted at a duly noticed and called meeting of the shareholders of the Corporation, adopted on the 6th day of September, 2008, pursuant to §607.1003(6), Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

3 Effective Date.

These Articles of Amendment and Restatement are effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, these Articles of Amendment and Restatement are executed as of this 6th day of September, 2008


CLARENCE REILLY, MD
President