

P95000038395

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STATE OF FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MEDICAL SPECIALISTS OF THE PALM BEACHES, INC.

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f 8/3/2022



August 2, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MEDICAL SPECIALISTS OF THE PALM BEACHES, INC.
5700 LAKE WORTH RD
204
LAKE WORTH, FL 33463US

SUBJECT: MEDICAL SPECIALISTS OF THE PALM BEACHES, INC.
REF: P95000038395

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

FAX Aud. #: H22000259552
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Execution Version

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICAL SPECIALISTS OF THE PALM BEACHES, INC.
A Florida corporation**

2022 AUG -1 AM 9:44

Pursuant to the applicable provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, MEDICAL SPECIALISTS OF THE PALM BEACHES, INC. hereby adopts the following Second Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is MEDICAL SPECIALISTS OF THE PALM BEACHES, INC. (the "Corporation").

ARTICLE II

Duration

The duration of the Corporation shall be perpetual.

ARTICLE III

Purpose

The Corporation is organized for any lawful purpose or purposes.

ARTICLE IV

Address

The principal office address and mailing address of the Corporation is 7593 W. Boynton Beach Boulevard, Suite 220, Boynton Beach, Florida 33437.

ARTICLE V

Registered Agent and Registered Office

The street address of the registered office of the Corporation is 7593 W. Boynton Beach Boulevard, Suite 220, Boynton Beach, Florida 33437, and the name of the registered agent of the Corporation at that address is Casey Waters.

ARTICLE VI

Capital Stock

The Corporation is authorized to issue 1,000 shares of Class A voting common stock, with \$0.01 par value per share.

ARTICLE VII

Management of Corporation

7.1 Board of Directors. The number of directors shall be set by the unanimous vote of the Board of Directors (the "Board") and may be increased or decreased from time to time by unanimous action of the Board, but no decrease shall have the effect of shortening the terms of any incumbent director. Directors shall be elected at each annual meeting of shareholders unless otherwise set forth in the bylaws of the Corporation. The number of directors will be three (3). MSPB Holdings, LLC, a Delaware limited liability company shall have the authority to elect two (2) directors and the Corporation's physician shareholders who are Class A Members of MSPB CareAbout Aggregator, LLC, a Florida limited liability company, shall have the authority to elect one (1) director.

7.2 Action by Directors without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board or committee thereof may be taken without a meeting if action is taken by all members of the Board or the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each Director or committee member. Action taken shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Such written and signed consent or consents shall have the same effect as a vote taken at a meeting and may be described as such in any document.

ARTICLE VIII

Shareholder Quorum

Unless otherwise required by applicable law, at least forty percent (40%) of the votes entitled to be cast at a meeting, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE IX

Contracts

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any officer or director of the Corporation is interested in, or is an officer or director of, such other corporation, and any officer or director, individually or jointly, may be a party to, or may be interested in, such contract or transaction; no contract or other transaction of the Corporation with any person, firm or other corporation, shall be affected by the fact that any officer or director of the Corporation is in any way connected with such person, firm or corporation, and every person who may become an officer or director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for his or her benefit or for the benefit of any firm, association or other corporation in which he or she may be in any way interested.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI
Effective Date

The "Effective Date" of these Second Amended and Restated Articles of Incorporation shall be the date and time this document is accepted for filing by the Secretary of State of the State of Florida.

ARTICLE XII
Adoption of Amendments

These Second Amended and Restated Articles of Incorporation, and each amendment set forth hereinabove, were unanimously approved by the Corporation's Board of Directors and the Corporation's shareholders by that certain Written Consent in Lieu of a Special Meeting of the Board of Directors and the Shareholders of the Corporation, effective as of May 23, 2022.

These duly adopted Second Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation, the Amended and Restated Articles of Incorporation of the Corporation, and any and all amendments to each of the foregoing.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation as of the 31st day of July, 2022.

MEDICAL SPECIALISTS OF THE PALM BEACHES, INC., a Florida corporation

By: 
Casey Waters, Chief Executive Officer

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in these Articles, Casey Waters hereby accepts the appointment as registered agent and agrees to act in this capacity. Casey Waters further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.

/s/ Casey Waters
Casey Waters

Dated: July 31, 2022