

P95000063268

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C. GOLDEN  
MAY 20 2019

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RADNOTHY-PERRY ORTHOPAEDIC

CENTER, P.A.

Signature \_\_\_\_\_

Requested by: SETH

05/15/19

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ ☒ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**FILED**

2019 MAY 17 AM 10:03

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**RADNOTHY-PERRY ORTHOPAEDIC CENTER, P.A.**

**ARTICLE I  
NAME**

The name of this corporation (document number P95000063268) shall be:

**RADNOTHY ORTHOPAEDICS, P.A.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III  
PURPOSE**

The general nature of the activities of this corporation shall be:

A. To engage solely and specifically in the business of rendering medical services that are customarily provided by licensed physicians under the laws of the State of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in things hereinabove set forth to the same extent as a natural person might or could do.

#### **ARTICLE IV CAPITAL STRUCTURE**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which shall be without preemptive rights.

B. All or any portion of the capital stock may be paid for in cash, in real or personal property, or in labor or services, or in any other right or thing having value, in the judgment of the Board of Directors at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash. The Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting power, or such additional stock, in an amendment to its Articles of Incorporation.

#### **ARTICLE V ADDRESS**

The street address of the principal office of the corporation is 2051 Mayo Drive, Tavares, Florida 32778, and the registered office of this corporation is 2051 Mayo Drive, Tavares, Florida 32778, and the name of the initial registered agent of this corporation is Jon H. Radnothy. The Board of Directors may from time to time move the principal and registered office to any other address in Florida or change the corporation's registered agent.

#### **ARTICLE VI BOARD OF DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person. The number of directors may be increased or decreased from time to time by resolution of the shareholders. The names and addresses of the Board of Directors, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the next annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death is:

Jon H. Radnothy  
2051 Mayo Drive  
Tavares, FL 32778

## **ARTICLE VII OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of the corporation until the next annual meeting of the Board of Directors or until their successors are elected and qualified, or until their resignation, removal from office or death:

Jon H. Radnothy as President and Secretary  
2051 Mayo Drive  
Tavares, FL 32778

## **ARTICLE VIII SHAREHOLDER QUALIFICATION**

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida. No shareholder may sell, transfer or encumber his or her stock except to another individual who is eligible to be a shareholder of this corporation. No shareholder shall enter into a voting trust agreement or any type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

## **ARTICLE IX INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the bylaws.

## **ARTICLE X BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

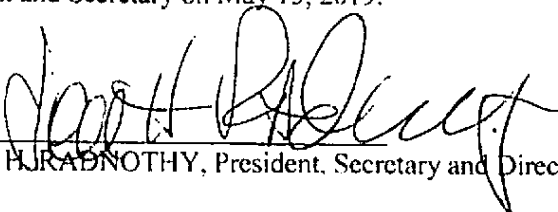
## **ARTICLE XI AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to

this reservation.

These Amended and Restated Articles of Incorporation were duly adopted pursuant to Florida law by the written consent of the holders of the issued and outstanding shares of stock as of May 15, 2019. The number of votes cast in favor of the foregoing Amended and Restated Articles of Incorporation was sufficient for the approval by such holders.

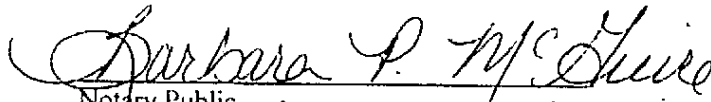
In witness whereof, the corporation has caused these Amended and Restated Articles of Incorporation to be executed by its President and Secretary on May 15, 2019.

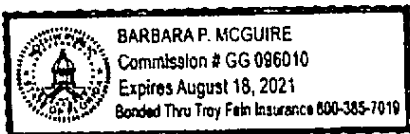
  
JON H. RADNOTHY, President, Secretary and Director

STATE OF FLORIDA     )  
                                      ) SS:  
COUNTY OF LAKE     )

The foregoing instrument was sworn to and subscribed before me this 16<sup>th</sup> day of May, 2019, by Jon H. Radnothy, who is personally known to me, or who produced \_\_\_\_\_ as identification.

[AFFIX SEAL]

  
Notary Public  
Print Name: Barbara P. McGuire  
My Commission Expires:



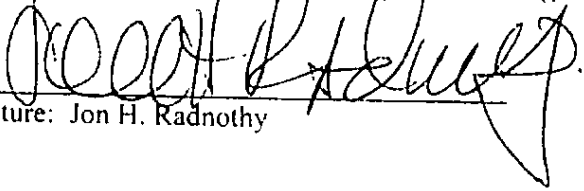
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **RADNOTHY ORTHOPAEDICS, P.A.**
2. The name and address of the registered agent and office is:

Jon H. Radnothy  
2051 Mayo Drive  
Tavares, FL 32778

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Signature: Jon H. Radnothy

05.16.19  
Date