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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CARDIOTHORACIC & VASCULAR SURGICAL
ASSOCIATES, P.A.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CARDIOTHORACIC & VASCULAR SURGICAL ASSOCIATES, P.A.

A. The Name of the corporation is: Cardiothoracic & Vascular Surgical Associates, P.A. (the "Corporation").

B. The date of filing of the Articles of Incorporation of the Corporation was October 18, 1995, effective October 17, 1995, and assigned document number P95000080909.

C. The Corporation amends its Articles of Incorporation by deleting Article III in its entirety and replacing it with a new Article III which reads in full as follows:

ARTICLE III
Stock

1. NUMBER OF SHARES. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is two hundred thousand (200,000) shares of common stock having a par value of \$1.00 per share ("Shares"), which shall be comprised of one hundred thousand (100,000) shares of voting common stock ("Class A Shares") and one hundred thousand (100,000) shares of non-voting common stock ("Class B Shares").

2. CLASSES OF SHARES. The Corporation has two (2) classes of Shares. Class A Shares are reserved to Cardiothoracic and Vascular Surgeons, regardless of the geographic location of the practice of the Cardiothoracic and Vascular Surgeon. Class B Shares are reserved to all physicians of all other specialties. Other than voting rights and valuation of Shares upon redemption or liquidation, Class A Shares and Class B Shares shall be identical.

a. Voting Rights.

i. Class A. Each Class A Shareholder shall have one (1) vote for each Share owned.

ii. Class B. Class B Shareholders will not have any voting rights.

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b. Valuation.

i. Class A. The purchase price for Class A Shares upon redemption or liquidation of the Corporation shall mean an amount equal to the number of Class A Shares being sold by a Shareholder multiplied by the "Per Share Price." The term "Per Share Price" shall mean an amount equal to the greater of (i) the Net Worth of the Corporation at the end of the fiscal year of the Corporation next preceding the event giving rise to the obligation to purchase divided by the total number of issued and outstanding Class A Shares of the Corporation on that date, or (ii) One Dollar (\$1.00). For purposes of this computation, "Net Worth" shall equal the net book value of the Corporation's assets as determined by the independent accountant regularly utilized by the Corporation, excluding accounts receivable and goodwill of the Corporation, less any debt of the Corporation.

ii. Class B. The purchase price for Class B Shares owned by a Shareholder upon redemption or liquidation of the Corporation shall mean a flat fee of One Thousand and No/100 Dollars (\$1,000.00), regardless of the number of Class B Shares owned by such Shareholder.

D. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.

These Articles of Amendment to the Articles of Incorporation were adopted by the Directors and the Shareholders of the Corporation on March 3, 2016. The number of votes cast in favor of this Amendment was sufficient for approval. Upon the filing of these Articles of Amendment by the Department of State, this amendment shall become effective and the Articles of Incorporation of Cardiothoracic & Vascular Surgical Associates, P.A. shall be deemed to be amended accordingly.

Dated: 3/3/16



Charles D. Cousar, M.D., President