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**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTH FLORIDA SURGEONS, P.A.**

- A. The Name of the corporation is: North Florida Surgeons, P.A. (the "Corporation").
- B. The assigned document number of the Corporation is P96000005967.
- C. The date of filing of the Articles of Incorporation of the Corporation was January 19, 1996.
- D. The date of filing of the Articles of Amendment to Articles of Incorporation of the Corporation was April 20, 2012 (the "First Articles of Amendment").

E. The Corporation hereby amends its Articles of Incorporation, as amended by the First Articles of Amendment, by deleting the fourth paragraph of Article VI in its entirety and replacing it with a new fourth paragraph of Article VI which reads in full as follows:

"This Corporation may in its bylaws and in its shareholders' agreement, as amended from time to time (the "Shareholders' Agreement"), confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute."

F. The Corporation hereby amends its Articles of Incorporation, as amended by the First Articles of Amendment, by deleting Article VIII in its entirety and replacing it with a new Article VIII which reads in full as follows:

**"ARTICLE VIII
Stock**

Section 8.1 **NUMBER OF SHARES.** The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$1.00 per share ("Shares"), Ten Thousand (10,000) of which are Class A Shares of common stock ("Class A Shares"), Ten Thousand (10,000) of which are Class B Shares of common stock ("Class B Shares"), and Eighty Thousand (80,000) of which are Class C Shares of common stock ("Class C Shares"). The Corporation shall be obligated to reserve adequate shares of its Class C Shares for issuance upon the conversion of the Warrants, as set forth in the Shareholders' Agreement.

Section 8.2 **CLASSES OF SHARES.** The Corporation has three (3) classes of Shares. Class A Shares are reserved to (i) General Surgeons, regardless of the geographic location of the practice of the General Surgeon; and (ii) physicians with other specialties who owned Shares prior to January 1, 2010 (the "Class A Shareholders"). Class B Shares are reserved to all physicians other than General Surgeons (except those physicians of other specialties who owned Class A

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Shares prior to January 1, 2010) (the "Class B Shareholders"). Class C Shares are reserved to all physicians of all other specialties that are not Class A Shareholders or Class B Shareholders (the "Class C Shareholders"). The Class A Shareholders, by Majority Vote, will resolve any dispute as to whether a new Shareholder should be issued Class A Shares, Class B Shares, or Class C Shares. Provided that the Corporation will respect and follow any Class A or Class B designation in any signed employment agreement or professional services agreement with the Corporation or LLC dated prior to July, 2019. Any person who signed an employment or professional services agreement with the Corporation or LLC on or after July 1, 2019 will initially be issued Class C Shares. The economic and voting rights of each Class are as follows:

a. Economic Rights. Economic rights shall be identical for all Classes of Shares (A, B, and C).

b. Voting Rights.

i. Class A. Class A Shares shall have all voting rights of a shareholder of the Corporation as set forth in the Shareholders' Agreement. The voting rights of Class A Shares differ from Class B and C Shares in that Class A Shares, exclusively, may vote on certain matters (the "Class A Voting Matters") as follows: (i) the Class A Shareholders, by Majority Vote, will resolve any dispute as to whether a new Shareholder should be issued Class A Shares, Class B Shares, or Class C Shares and (ii) upon an affirmative Super Majority Vote of the Shareholders to terminate the Shareholders' Agreement, at least a Majority Vote of the Class A Shareholders is required to approve said termination. At all times, a majority of members on the Board of Directors must always be Class A Shareholders.

ii. Class B. Class B Shares shall have voting rights identical to the voting rights of the Class A Shares, except that Class B Shares may not vote on the Class A Voting Matters.

iii. Class C. Class C Shares shall have all voting rights of a shareholder of the Corporation except that Class C Shares shall differ from Class A and Class B Shares as follows: Class C Shares may not vote on Class A Voting Matters, Class C Shares may not participate in the issuance of Convertible Bonds by the Corporation, and are not eligible to purchase shares in North Florida Medical Services, LLC ("North Florida Medical Services").

Section 8.3 SHARE VOTING ALLOCATION. Each voting share shall have one vote."

G. The Corporation hereby amends its Articles of Incorporation, as amended by the First Articles of Amendment, by adding an ARTICLE XII after the existing ARTICLE XI which reads in full as follows:

“ARTICLE XII
Definitions

Section 12.1 **DEFINITIONS.** The following capitalized terms shall be defined as follows:

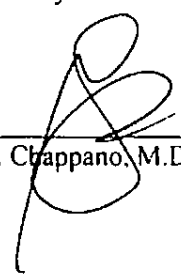
- a. “Board of Directors” means the board of directors of the Corporation.
 - b. “Convertible Bonds” means the \$1,000 convertible thirty- (30-) year bonds issued by the Corporation to Class A Shareholders or Class B Shareholders via a private placement offering (or such other legal offering as determined by the Board of Directors).
 - c. “LLC” means a wholly-owned subsidiary created by the Corporation. Each subsidiary is a single-member limited liability company with the Corporation as the single member of each LLC.
 - d. “Majority Vote” means more votes in favor of a proposed action than votes opposed to the proposed action. A vote to abstain does not count either as a vote in favor or against.
 - e. “Super Majority Vote” means at least seventy-five percent (75%) of the votes cast in favor of the proposed action. A vote to abstain does not count either as a vote in favor or against.””
- H. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.

Pursuant to the provisions of section 607.1006 of the Florida Statutes, the Corporation adopts the preceding amendments to its Articles of Incorporation, as amended by the First Articles of Amendment. These Second Articles of Amendment to the Articles of Incorporation (the “Second Articles of Amendment”) were proposed by the Directors and adopted by the Shareholders of the Corporation on August 11, 2021. The number of votes cast in favor of this Second Articles of Amendment was sufficient for approval by Class A Shareholders. Additionally, the number of votes cast in favor of this Second Articles of Amendment was sufficient for approval by Class B Shareholders. Upon the filing of these Second Articles of Amendment by the Department of State, this amendment shall become effective and the Articles of Incorporation of North Florida Surgeons, P.A. shall be deemed to be amended accordingly.

Signature on the Following Page

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The undersigned, being the President of the Corporation, hereby submits this Second Articles of Amendment on behalf of the Corporation.



Paul J. Chappano, M.D., President

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