

P96000070443

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
GREGORY L. HENDERSON, M.D., F.A.C.S., P.A.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

GREGORY L. HENDERSON, M.D., F.A.C.S., P.A.

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF GREGORY L. HENDERSON, M.D., F.A.C.S., P.A. (the "Amended and Restated Articles") were adopted on the 30th day of December, 2015 by the shareholders of GREGORY L. HENDERSON, M.D., F.A.C.S., P.A., a Florida professional corporation (the "Corporation") pursuant to Sections 607.1003 and 607.1007, Florida Statutes.

WITNESSETH:

WHEREAS, the Corporation's original Articles of Incorporation, document number P96000070443, were filed with the Florida Secretary of State on August 23, 1996 (the "Articles");

WHEREAS, the Corporation, its Director and Shareholder believe it to be in the best interests of the Corporation to provide for voting common stock and non-voting common stock, and in connection therewith, it is necessary to amend and restate the Articles to authorize the issuance of voting common stock and non-voting common stock; and

WHEREAS, as a result of the creation and issuance of non-voting common stock, the Corporation, its Director and Shareholder believe it to be in the best interests of the Corporation to convert the form of the entity from a Florida professional corporation to a Florida corporation pursuant to the provisions of Florida Statutes Chapter 607 and Chapter 621.

NOW, THEREFORE, pursuant to the provisions of Florida Statutes Section 607.1003 and 607.1007, the Corporation hereby adopts the following Amended and Restated Articles:

**ARTICLE I
NAME**

The name of this corporation is: Gregory L. Henderson, M.D., F.A.C.S., Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business address of the Corporation is:

403 Vonderburg Drive, Suite 101
Brandon, FL 33511

The mailing address of the Corporation is:

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403 Vonderburg Drive, Suite 101
Brandon, FL 33511

ARTICLE III PURPOSE

The purpose for which this Corporation is organized is:

Any and all lawful business permitted under the laws of the United States of America and the State of Florida

ARTICLE IV STOCK

This Corporation is authorized to issue up to One Thousand (1,000) shares of voting common stock and up to Ninety-Nine Thousand (99,000) shares of non-voting common stock. All of the authorized stock of this Corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor, or services, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE V EXISTENCE

The Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida or as provided in the Bylaws of this Corporation.

ARTICLE VI REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is:

Gregory L. Henderson, M.A., F.A.C.S.
403 Vonderburg Drive, Suite 101
Brandon, FL 33511

ARTICLE VII STOCK TRANSFERABILITY

No stockholder of the Corporation may sell or transfer his shares in the Corporation except as set forth in that certain Stockholders' Agreement of the Corporation.

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ARTICLE VIII DIRECTORS

The Corporation shall have one (1) director. The number of directors may be increased or diminished, from time to time, by the bylaws adopted by the stockholders, but shall never be less than one (1).

The name and street addresses of the director of the Corporation is:

<u>Name</u>	<u>Street Address</u>
Gregory L. Henderson, M.D., F.A.C.S.	403 Vonderburg Drive, Brandon, FL 33511

Said directors are of full age and are citizens of the United States of America. The aforesaid directors shall hold their offices until the next annual meeting of the stockholders or until their successors are elected and have qualified.

ARTICLE IX OFFICERS

The officers of the Corporation are:

President: Gregory L. Henderson, M.D., F.A.C.S.
Vice President: David M. Henderson
Secretary: Kristen M. Henderson
Treasurer: Joyce Tomecko

ARTICLE X BYLAWS

The bylaws of the Corporation may be created, amended or changed by the voting stockholders or directors at any regular or special meeting, duly held.

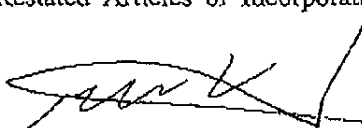
ARTICLE XI INDEMNIFICATION

The Corporation, to the fullest extent permitted by law, has the power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

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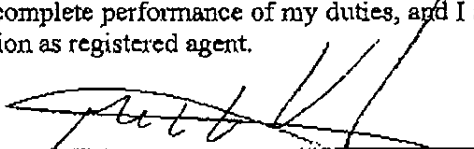
**ARTICLE XII
AUTHORIZATION**

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Shareholder and Director at a meeting held on December 30, 2015 in accordance with Section 607.1003 and 607.1007 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 607, Florida Statutes.



Gregory L. Henderson, M.D., F.A.C.S., President

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.



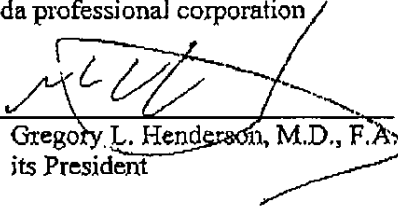
Gregory L. Henderson, M.D., F.A.C.S.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective the 30th day of December, 2015.

GREGORY L. HENDERSON, M.D., F.A.C.S.,
P.A.,
a Florida professional corporation

By:


Gregory L. Henderson, M.D., F.A.C.S., as
its President