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BASIC AMENDMENT

ANCHOR HEALTH CENTERS, P.A.

Certificate of Status	0
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Amendment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06-29-00

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ANCHOR HEALTH CENTERS, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the authority of the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act, the undersigned hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I
Name of the Corporation

The name of the corporation is Anchor Health Centers, P.A. (the "Corporation").

Article II
Amendment to Shares

Article V of the Articles of Incorporation shall be amended to read in its entirety as follows:

ARTICLE V
Shares

The Corporation shall have the authority to issue Two Million Ten Thousand (2,010,000) Shares of Common Stock, One Cent (\$0.01) par value per share. Such authorized Common Stock shall be divided into two classes designated as Class A Common Stock and Class B Common Stock, with Class A Common Stock consisting of Ten Thousand (10,000) shares and Class B Common Stock consisting of Two Million (2,000,000) shares. The rights and preferences of the shares of each class shall be identical except that:

(a) each holder of Class A Common Stock shall be entitled to cast one (1) vote on each matter submitted to a vote of the shareholders regardless of the number of shares of Class A Common Stock that such holder may then own and hold of record; and the holders of Class A Common Stock shall, except as otherwise provided in a written agreement among the shareholders of the Corporation, be entitled to all of the assets of the Corporation upon dissolution and liquidation of the Corporation after all of the debts and other obligations of the Corporation have been paid in accordance with Florida law, and the holders of shares of Class B Common Stock have received one dollar (\$1.00) per share for each issued and outstanding share of Class B Common Stock; and

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(b) *the holders of shares of Class B Common Stock shall not have voting rights, except as otherwise provided by applicable Florida law; shall not be entitled to dividends; and upon dissolution and liquidation of the Corporation shall be entitled only to receive one dollar (\$1.00) per share for each issued and outstanding share of Class B Common Stock.*

Article III
Directors

The Articles of Incorporation shall be amended by adding new Article VIII thereto which shall read in its entirety as follows:

ARTICLE VIII
Directors

The Board of Directors shall be divided into three (3) classes, Class I, Class II and Class III, which shall be as nearly equal in number as possible. Each director in Class I shall be elected to an initial term of one (1) year, each director in Class II shall be elected to an initial term of two (2) years, each director in Class III shall be elected to an initial term of three (3) years, and each director shall serve until the election and qualification of his or her successor or until his or her earlier resignation, death or removal from office. Upon the expiration of the initial terms of office for each Class of directors, the directors of each Class shall be elected for terms of three (3) years, to serve until the election and qualification of their successors or until their earlier resignation, death or removal from office.

This Article VIII may be amended or rescinded only by the affirmative vote of the holders of at least seventy-five percent (75%) of the issued and outstanding shares of Class A Common Stock at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

Article IV
Adoption of Amendments

The foregoing amendments to the Articles of Incorporation of the Corporation were duly adopted and approved by the shareholders and directors of the Corporation on October 26, 1999. The number of votes cast for each of the amendments by the shareholders and directors of the Corporation were sufficient for approval of such amendments.

06/29/00 09:23 FAX 941 334 4100

Henderson, Frank

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed by its duly authorized officer as of this 27 day of June, 2000.

ANCHOR HEALTH CENTERS, P.A.,
a Florida professional corporation

By: MP
Paul O. Jones, M.D., President

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