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Division of Corporations

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Page 1 of 1

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
HEARTLAND PEDIATRICS OF LAKE PLACID, P.A.

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**RESTATED ARTICLES OF INCORPORATION  
OF  
HEARTLAND PEDIATRICS OF LAKE PLACID, P.A.**

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Restated Articles of Incorporation, pursuant to which it is converting from a professional service corporation under Chapter 621 of the Florida Statutes to a general business corporation under Chapter 607 of the Florida Statutes:

**Article I - Name**

The name of the corporation is Heartland Pediatrics of Lake Placid, P.A. (hereinafter referred to as the "Corporation").

**Article II - Amendments to Articles of Incorporation**

The restated Articles of Incorporation of the Corporation contain amendments to the Articles of Incorporation requiring shareholder approval.

**Article III - Adoption and Text of the Restated Articles of Incorporation**

The sole director of the Corporation approved a resolution approving the Restated Articles of Incorporation by written consent dated January 28, 2011, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the sole shareholder of the Corporation approved a resolution approving the Restated Articles of Incorporation by written consent dated January 28, 2011, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the Restated Articles of Incorporation:

**RESOLVED**, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

**"ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Heartland Pediatrics of Lake Placid, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 344 E. Royal Palm Street, Suite 3, Lake Placid, Florida 33852, and the mailing address of this Corporation is 3201 Medical Way, Suite 101, Sebring, Florida 33870.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one

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time is six thousand (6,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE IV - REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is STEPHEN R. LOONEY. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Rajeswari Sonni, M.D.	344 E. Royal Palm Street, Suite 3 Lake Placid, Florida 33852

**ARTICLE VI - BOARD OF DIRECTORS**

- A. The number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the sole member of the Board of Directors who shall hold office for the next year or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Rajeswari Sonni, M.D.	344 E. Royal Palm Street, Suite 3 Lake Placid, Florida 33852

**ARTICLE VII - PURPOSE**

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

**ARTICLE VIII - DATE OF EXISTENCE**

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This Corporation shall exist perpetually.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

Article IV - Effective Date of Restatement

The effective date of the Restated Articles of Incorporation of the Corporation set forth herein shall be the date these Restated Articles of Incorporation are filed with the Florida Department of State.

Dated this 28<sup>th</sup> day of January, 2011.

Rajeswari Sonni  
Rajeswari Sonni, M.D., President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Stephen R. Dooney  
Stephen R. Dooney, Registered Agent

Dated this 15<sup>th</sup> day of February, 2011.