

P98000009997

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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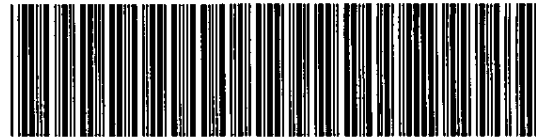
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Change

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14 MAR 10 AM 10:08
SOUTHERN DISTRICT OF NEW YORK



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 11, 2014

MOHAMMAD BADAR ANWER, M.D.
ADVANCED GASTROENTEROLOGICAL ASSOCIATES
210 EAST MONUMENT AVENUE, SUITE A
KISSIMMEE, FL 34747

SUBJECT: ADVANCED GASTROENTEROLOGICAL ASSOCIATES OF
CENTRAL FLORIDA, INC.
Ref. Number: P98000009997

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The new corporate name should only appear in Article I of the Amended and Restated Articles of Incorporation with all other references to the corporate name being as stated in the above subject line.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 014A00003088

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Advanced Gastroenterological Associates of Central Florida, Inc.

DOCUMENT NUMBER: P98000009997

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mohammad Badar Anwer, M.D.

Name of Contact Person

Advanced Gastroenterological Associates of Central Florida, Inc.

Firm/ Company

210 East Monument Avenue, Suite A

Address

Kissimmee, Florida 34747

City/ State and Zip Code

johanny@anweraga.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Dawkins

Name of Contact Person

at (407) 367-5441

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**BAKER
DONELSON**
BEARMAN, CALDWELL
& BERKOWITZ, PC

SUNTRUST CENTER
200 SOUTH ORANGE AVENUE
SUITE 2900
ORLANDO, FLORIDA 32801
PHONE: 407.422.6600
FAX: 407.841.0325

MAILING ADDRESS
P.O. BOX 1549
ORLANDO, FLORIDA 32802

www.bakerdonelson.com

Michael S. Dawkins
Direct Dial: 407-367-5441
E-Mail Address:
msdawkins@bakerdonelson.com

March 10, 2014

VIA FAX: 850-245-6013

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

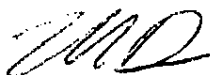
Re: Advanced Gastroenterological Associates of Central Florida, P.A.
Amended and Restated Articles of Incorporation
Your Reference No: P98000009997
Your Letter No.: 014A00003088

Dear Ms. Connell:

Pursuant to your letter dated February, 11, 2014, a copy of which I attach for your reference, I attach a corrected Amended and Restated Articles of Incorporation of Advanced Gastroenterological Associates of Central Florida, Inc. for filing with the Division of Corporations.

Please do not hesitate to contact me if you have any questions.

Very truly yours,



Michael S. Dawkins

MSD:ds
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ADVANCED GASTROENTEROLOGICAL ASSOCIATES OF
CENTRAL FLORIDA, INC.**

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ARTICLE I - Name

The name of this professional corporation shall be Advanced Gastroenterological Associates of Central Florida, P.A. (the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 210 East Monument Avenue, Suite A, Kissimmee, Florida 34747.

ARTICLE III - Purpose

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services under the laws of the State of Florida.

2. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional medical services, as otherwise permitted by Chapter 621, Florida Statutes.

3. To do everything necessary and proper for the accomplishment, attainment or furtherance of any purpose or object enumerated in these Amended and Restated Articles of Incorporation and any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, companies, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment or furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI - Registered Agent and Street Address

The street address of the registered office of this Corporation is 210 East Monument Avenue, Suite A, Kissimmee, Florida 34747 and the name of the registered agent of this Corporation at that address is Mohammad Badar Anwer, M.D.

ARTICLE VII - Directors

- A. The number of Directors of this Corporation shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.
- F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX - Amendment to Articles

These Amended and Restated Articles of Incorporation may be further amended in the manner provided by Florida law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any Bylaws adopted by the Directors which are inconsistent with any Bylaws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders.

ARTICLE XI - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed this 12th day of January, 2014.



Mohammad Badar Auwer, M.D., President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ADVANCED GASTROENTEROLOGICAL ASSOCIATES OF
CENTRAL FLORIDA, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act and Section 621.05 of the Professional Service Corporation and Limited Liability Company Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation in order to bring the corporation within the provisions of the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes:

- I. The name of this corporation is Advanced Gastroenterological Associates of Central Florida, Inc. (the "Corporation").
- II. The Corporation is amending and restating its Articles of Incorporation in their entirety. The amendment and restatement and the following Amended and Restated Articles of Incorporation of the Corporation have been adopted on January 17, 2014, by the Corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes, and was approved by the shareholders of the Corporation by written consent pursuant to Section 607.0704 of the Florida Statutes on January 17, 2014.
- III. The Amended and Restated Articles of Incorporation contain an amendment to the Articles of Incorporation requiring shareholder approval. The number of votes cast for the amendment by the shareholders was sufficient for approval.
- IV. The Amended and Restated Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

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