

P98000067294

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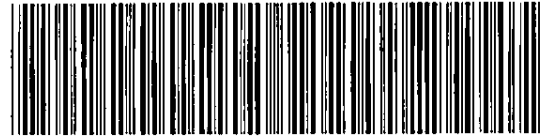
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TALLAHASSEE, FLORIDA

Alkerman Law Firm
Requester's Name

Address

850-224-9634
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Palm Beach Neurology PA P 98000067294
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PALM BEACH NEUROLOGY, P.A.

DOCUMENT NUMBER: P98000067294

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

Please return all correspondence concerning this matter to the following:

Philip Sprinkle

Name of Contact Person

Akerman LLP

Firm/ Company

201 E. Park Ave., Suite 300

Address

Tallahassee, FL 32301

City/ State and Zip Code

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

For further information concerning this matter, please call:

Philip Sprinkle at (850) 224-9634
Name of Contact Person Area Code & Daytime Telephone Number

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PALM BEACH NEUROLOGY, P.A.

THESE FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION (sometimes referred to herein as the "Articles") are intended to amend and replace in their entirety the Articles of Incorporation filed on behalf of Palm Beach Neurology, P.A. (the "Corporation") originally filed on July 31, 1998 with the Florida Department of State (Document Number P98000067294) (the "Original Articles") as follows. These Articles will be deemed to be effective as of the date of acceptance and filing with the Florida Secretary of State (the "Effective Date"):

ARTICLE I

NAME

The name of the Corporation is PALM BEACH NEUROLOGY, P.A.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

ADDRESS

As of the Effective Date, the Corporation's address shall be 4631 N. Congress Avenue, Suite 200, West Palm Beach, Florida 33407. The Corporation's address may be changed from time to time by the Board of Directors of the Corporation at a duly called and convened meeting thereof.

ARTICLE IV

PURPOSE

The Corporation is organized for the purposes of engaging in every phase and aspect of the business of rendering medical services to the public and any other lawful purposes not prohibited by the Florida Professional Service Corporation and Limited Liability Company Act, Florida Statutes Sections 621.01 et seq., as amended (the "Act") The Florida Business Corporation Act, Florida Statutes Sections Chapter 607.0101 et seq., as amended (the "Corporation Act") is applicable to the Corporation except to the extent that any of the

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provisions of the Corporation Act are interpreted to be in conflict with the provisions of the Act. In such event, the provisions and sections of the Act shall take precedence over the Corporation Act with respect to the Corporation organized pursuant to the provisions of the Act. It is intended that only Florida licensed physicians may own the issued and outstanding stock of the Corporation. Except in the event of an amendment to these Articles, the Corporation has been, is and will continue to be taxed as a "C" corporation pursuant to the Internal Revenue Code of 1986, as amended.

ARTICLE V

CAPITALIZATION

The Corporation has, as of the Effective Date, been recapitalized to authorize, issue and confirm one hundred fifty thousand (150,000) shares of common stock (par value of \$.0001 per share) with the intention of no economic change in value to shares previously issued and reconfirmed as of the Effective Date. Each share of stock may be issued from time to time with such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein or in the First Amended and Restated Bylaws of the Corporation of even date with the Effective Date and as subsequently amended (the "Bylaws") including certain residual rights of Founding Members in that certain First Amendment to the Shareholders' Restrictive Agreement originally dated March 3, 2003, each as amended from time to time; provided, however, any Distributions from Operations shall be made to the holders of stock on a ratable basis and in accordance with their respective Percentage Interests. For the purposes of these Articles, the term Distributions from Operations shall mean that portion of the cash then on hand or in bank accounts of the Corporation that the Board of Directors, in their reasonable discretion but subject to the limitations and restrictions contained herein, deem available for distribution to the shareholders taking into account (a) the amount of cash required for the payment of all current and anticipated expenses, liabilities and obligations of the Corporation (whether for expense items, capital expenditures, improvements, retirement of indebtedness or otherwise but expressly including employment compensation), and (b) the amount of cash necessary to establish prudent reserves for the payment of future capital expenditures, improvements, retirements of indebtedness, operations and contingencies, known or unknown, liquidated or unliquidated, including but not limited to liabilities which may be incurred in litigation and liabilities undertaken pursuant to the indemnification provisions of this Agreement. Also for the purposes of these Articles, the term Percentage Interests shall, for the individual respective shareholders, mean the quotient achieved by the division of (a) a numerator consisting of all stock issued and outstanding to a respective shareholder by (b) a denominator consisting of all stock issued and outstanding to all shareholders of the Corporation.

ARTICLE VI

REGISTERED AGENT

As of the Effective Date, the Corporation's Registered Agent is Ms. Carol Jerrell whose Registered Agent address is 4631 N. Congress Avenue, Suite 200, West Palm Beach, Florida 33407. Attached as Exhibit "A" to these Articles is a statement of the Registered Agent

reconfirming her acceptance of the appointment and reconfirming that the Registered Agent is familiar with, and accepts, the obligations of that position as required by Florida Statutes Section 607.0501(3). The Corporation's Registered Agent and Registered Agent's address may be changed from time to time by the Board of Directors of the Corporation at a duly called and convened meeting thereof.

ARTICLE VII

INDEMNIFICATION

The Corporation expressly rejects the applicability of Florida Statutes Section 607.0854. Consistent with Florida Statutes Section 607.0852, the Corporation must indemnify an individual who is or was a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because he or she is or was a Director or officer of the Corporation against expenses incurred by the individual in connection with the proceeding. In addition, by affirmative vote of a majority of the Board of Directors at any duly called and convened meeting thereof, the Corporation may indemnify an individual who is a party to a proceeding because the individual is or was a Director or officer against liability incurred in the proceeding if (a) the Director or officer acted in good faith; (b) the Director or officer acted in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; and (c) in the case of any criminal proceeding, the Director or officer had no reasonable cause to believe his or her conduct was unlawful; provided, however, the Corporation may not indemnify a Director or an officer in connection with a proceeding by or in the right of the Corporation except for expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof, where such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; provided further, however, that the Corporation may not indemnify any officer or Director in the event that a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute (a) willful or intentional misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder; (b) a transaction in which a Director or officer derived an improper personal benefit; (c) a violation of the criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or (d) in the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834 are applicable.

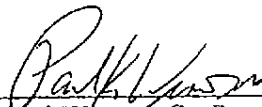
ARTICLE VIII

ADOPTIVE INFORMATION

These First Amended and Restated Articles of Incorporation were approved and adopted by a Joint Action by Unanimous Written Consent of the Shareholders and Directors of the

Corporation, thereby constituting a vote of a sufficient number of shareholders in order to effect their adoption.

IN WITNESS WHEREOF, the following duly authorized and empowered officer of the Corporation submits these First Amended and Restated Articles of Incorporation for filing with the Florida Department of State and affirms that the facts stated herein are true. By executing these First Amended and Restated Articles of Incorporation, the following officer further acknowledges that he is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statutes Section 817.155.



Dr. Paul Winner, Co-President

December 23, 2024

Date

EXHIBIT "A"
STATEMENT OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity Required Signature/Registered Agent.

Ms. Carol Jerrell
Ms. Carol Jerrell
12/23/2024
Date

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