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APOLLO BEACH FAMILY PRACTICE, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
APOLLO BEACH FAMILY PRACTICE, INC.
(Document Number P98000073036)**

Pursuant to the provisions of Section 607.1003 and Section 607.1006 of the Florida Business Corporation Act, **APOLLO BEACH FAMILY PRACTICE, INC.**, a Florida corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I
Articles of Incorporation**

The original Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on August 20, 1998.

**ARTICLE II
Name**

The name of this corporation shall be "BRANDON AREA PRIMARY CARE, P.A."

**ARTICLE III
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be 500 Vanderburg Drive, Suite 311, West Brandon, Florida 33511.

**ARTICLE IV
Capital Stock**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000 shares of common stock, par value \$.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

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APOLLO BEACH FAMILY PRACTICE, INC.

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4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE V
Registered Office and Registered Agent

The registered office of this corporation shall be located at 500 Vanderburg Drive, Suite 311, West Brandon, Florida 33511 and the registered agent of this corporation at such office shall be Stephen D. Parks, M.D. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI
Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII
Purposes and Duration

The general purpose for which this corporation is organized is the conduct of a medical practice as a professional association pursuant to the Florida Professional Corporation and Limited Liability Company Act (Chapter 621, Florida Statutes) and the transaction of any and all lawful business for which corporations may be incorporated thereunder, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Acts.

This corporation shall have perpetual existence.

ARTICLE VIII
Rendition of Professional Services

The corporation shall render the professional services described in Article VII only through its agents, officers, directors, employees and representatives who are duly licensed or otherwise legally authorized in the State of Florida to practice medicine or provide the medical services requested. The term "agents," "officers," "employees," and "representatives" shall not include clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a license or other legal authorization is required.

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APOLLO BEACH FAMILY PRACTICE, INC.**

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**ARTICLE IX
Bylaws**

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

**ARTICLE X
Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XI
Date of Adoption**

The Amended and Restated Articles of Incorporation was adopted on the 17th day of March, 2009.

**ARTICLE XII
Manner of Adoption**

The Amended and Restated Articles of Incorporation was duly approved by the joint unanimous written consent to action of the board of directors and shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation of the Corporation for the uses and purposes therein stated.

Dated this 17th day of March, 2009.

APOLLO BEACH FAMILY PRACTICE, INC.

By: Stephen D. Parks
Stephen D. Parks, M.D., President