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August 13, 2008

FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: BRMG, Inc.

Dear Sir or Madam:

Please find enclosed First Amended and Restated Articles of Incorporation to be filed on behalf of BRMG, Inc., along with a check in the amount of \$52.50 to cover the fees for filing, a Certificate of Status, and a certified copy of the filing.

Please return your receipt, the Certificate of Status, and the certified copy of the filed First Amended and Restated Articles of Incorporation to the undersigned at the above address.

With best regards, I am

Sincerely,

Philip M. Sprinkle II

PMS:cwe
Enclosures

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BRMG, INC.**

08 AUG 15 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of BRMG, Inc. (the "Corporation") were originally filed on May 27, 1999. The Shareholders of BRMG, Inc., pursuant to the affirmative vote of the required super majority of Shareholders at a duly called and convened Special Meeting of Shareholders as required by the Bylaws of the Corporation, as of the 4th day of August, 2008, adopted Resolutions seeking to amend and restate its Articles of Incorporation, and now desire to amend and restate the Articles of Incorporation pursuant to, inter alia, Section 607.1003 of the Florida Statutes which shall, effective upon the filing of the First Amended and Restated Articles of Incorporation, be amended and restated in their entirety to read as follows:

ARTICLE I.
NAME

The name of the Corporation is: BRMG, Inc.

ARTICLE II.
PURPOSES

This Corporation is organized for the purpose of rendering professional medical services.

ARTICLE III.
STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV.
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Registered Office of this Corporation is 1001 NW 13th Street #101, Boca Raton, Florida 33486 and the name of the Registered Agent of this Corporation at that address is Carolyn Kubiak, D.O.

ARTICLE V.
ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the Principal Office of this Corporation is 1001 NW 13th Street #101, Boca Raton, Florida 33486.

ARTICLE VI.
BOARD OF DIRECTORS

Section 1. The business of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. This Corporation shall have six (6) Directors initially and the number of Directors may be increased or diminished from time to time as provided for in the Bylaws of this Corporation but shall never be less than one (1).

Section 3. The Board of Directors shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the Bylaws of this Corporation as may be amended from time to time.

ARTICLE VII.
OFFICERS

Section 1. This Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

Section 2. The officers shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the Bylaws of the Corporation as may be amended from time to time.

ARTICLE VIII.
BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the Bylaws.

ARTICLE IX.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Terms used in this Article IX shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor section of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, 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; provided, however, that the Corporation shall not, under this Section 2 or Section 4 of this Article IX, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

a. a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

b. a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;

c. in the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

d. willful 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.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article IX and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt

of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court ordered indemnification or advancement of expenses, if the court determines that:

a. the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

b. the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 2 or Section 4 of this Article IX.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article IX or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article IX.

Section 4. Section 2 of this Article IX shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of such Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any Bylaw, agreement, vote of shareholders, vote of disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article IX shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article IX. Such determination shall be made:

a. By the Board of Directors, by a majority vote of a quorum consisting of Directors who were nonparties to such proceeding;

b. If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;

c. By independent legal counsel:

- (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee presented in Section 5(b);
- (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (iii) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article IX.

Section 7. Indemnification and/or advancement of expenses as provided in this Article IX shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article IX shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

ARTICLE X
OBLIGATION TO SELL SHARES

Section 1. A Shareholder who is no longer providing services to the Corporation on a full-time basis is hereinafter referred to as a "Departing Shareholder." All of the Shareholders other than the Departing Shareholder or Shareholders are hereinafter referred to as "Remaining Shareholders." Effective as of the Departing Shareholder's final day of employment (the "Determination Date"), the Corporation shall purchase and the Departing Shareholder shall sell the entire right, title and interest in and to all of the shares owned by the Departing Shareholder at a price equal to the sum of (A) five hundred dollars (\$500.00) plus (B) the Departing Shareholder's pro rata share of the net book value of the Corporation's assets on the Determination Date plus or minus (C) the Departing Shareholder's pro rata share of the debt of the Corporation on the Determination Date. The Departing Shareholder and the Corporation shall effect this purchase and sale on the Determination Date or as soon thereafter as reasonably practicable. The Departing Shareholder's entire right, title and interest in and to all of the shares owned by the Departing Shareholder shall be reclaimed by the Corporation effective on the Departing Shareholder's final day of employment even if the Departing Shareholder has not signed any separate Shareholder's Restrictive Agreement or any separate contractual right. All Shareholders authorize the Corporation to withhold any distributions, salaries or monies otherwise due to the Corporation to ensure implementation of any and all provisions under this Article X, Section 1.

Section 2. The Corporation and the Shareholders recognize and agree that the obligations of each Shareholder set forth in this Article X are essential to the best interests of the Corporation, that the obligations are fair, reasonable and necessary and that compliance with these obligations is in the best interests of the Corporation and necessary to prevent irreparable harm to the Corporation. If, however, any court of competent jurisdiction finds the provisions of this Article X to be invalid or unenforceable in any respect, then such provision shall be interpreted, modified or rewritten to include as much of the initial intent of the provisions as will be valid and enforceable.

Section 3. In order to ensure the implementation of the Corporation's and the Remaining Shareholder's rights under this Article X, all Shareholders shall and hereby do appoint the Corporation as his, her or its limited attorney-in-fact with full power and authority to take such actions and execute and deliver, on the respective Shareholder's behalf, any instruments necessary, appropriate or desirable in order to implement the transfers contained in or contemplated by this Article X and to confirm that, except as otherwise expressly provided in these First Amended and Restated Articles of Incorporation, the Departing Shareholder shall have no further right, title or interest in the Corporation or in the business or assets of the Corporation. This appointment is a limited attorney-in-fact and a special power of attorney coupled with an interest and is irrevocable; provided, however, that the appointment of a limited attorney-in-fact is expressly intended to be limited to the acts and deeds necessary to implement the terms and conditions of this Article X and no other acts or deeds of the Shareholder.

Section 4. No future shares of stock in the Corporation shall be issued without reflecting the restrictions contained within this Article X.

ARTICLE XII.
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the Bylaws.

These First Amended and Restated Articles of Incorporation shall become effective immediately upon filing with the Florida Department of State.

IN WITNESS WHEREOF, this First Amended and Restated Articles of Incorporation has been executed for and on behalf of BRMG, Inc. as of the 4th day of August, 2008.

By: _____

Carolyn Kubiak, D.C., President