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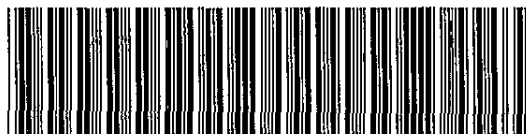
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DIVISION OF CORPORATIONS
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Amended & Restated Articles
LFT
12-8-04



INSTITUTIONAL DEPOSITS CORP. (SR)

December 3, 2004

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Amendments Section

Re: Amended Articles of Incorporation

Dear Sir or Madam:

Enclosed please find a copy of the Amended and Restated Articles of Incorporation of Institutional Deposits Corp.^(SR) (f/k/a Web CD Exchange, Inc.) together with a check in the amount of \$43.75 to cover the \$35 filing fee and \$8.75 for a certified copy of this document to be returned to us. To the extent that the attached Amendment includes a change in the Registered Agent for the Company (from Jorge Coloma to myself) I think that there may be a fee of \$35 for that change – so an additional check for \$35.00 is enclosed. If that is not necessary, you could just return that check. Hopefully my signature at the end of the Amendment will serve also as my acceptance of responsibility as Registered Agent.

Thank you.

Sincerely

William R. Burdette
President & CEO

The ^(SR) designation in the name of our Company indicates that the Company has modified its Articles of Incorporation to include in its "purpose" clause that it is committed to operate as a "Socially Responsible" business, respecting the rights of employees and vendors as well as the communities in which the Company does business and the environment in general.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INSTITUTIONAL DEPOSITS CORP.^(SR)**

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DIVISION OF CORPORATIONS

2004 DEC -8 PM 1:49

Document Number of Corporation: P00000050170

Institutional Deposits Corp.^(SR) (the "Corporation") was duly organized as a Florida corporation on May 22, 2000, pursuant to Articles of Incorporation which were duly filed with the Florida Secretary of State on that date. Pursuant to the provisions of Section 607.1007, with the written approval of a majority in interest of the common shareholders of the Corporation, the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to supersede the Articles of Incorporation of the Corporation as follows:

ARTICLE I

Name

The name of the Corporation is: **Institutional Deposits Corp.^(SR)**

ARTICLE II

Principal Office and Mailing Address

The address of the Corporation's principal office and its mailing address are: 2103 Coral Way, Suite 202, Miami, FL 33145

ARTICLE III

Duration and Commencement of Corporate Existence

The Corporation shall exist perpetually. The corporate existence commenced upon filing of the Articles of Incorporation on May 22, 2000.

ARTICLE IV

Capital Stock

The Corporation is authorized to issue ten million (10,000,000) shares of common stock of the Corporation having no par value and five million (5,000,000) shares of preferred stock.

ARTICLE V

Nature of the Business

The Corporation is organized for the purpose of transacting any and all lawful business. It will be the intention and purpose of the Corporation to develop and deliver products or services for customers in ways which nurture and support humanity, including business practices which reflect the Corporation's commitment to use its best efforts to operate the business in alignment with the following chosen values:

1. Respect and care for our employees and their roles in the Corporation and in life in general, both as employees and as fathers or mothers, sons or daughters, friends or partners of others in life and as members of the communities in which they live and work, creating an environment in which the employees enjoy coming to work and feel inspired and enabled in their own personal growth.
2. Respect for our customers and vendors, always dealing with them fairly and honestly, so they feel our authentic interest in their welfare as well as our own.

3. Respect for the environment, doing business in ways that support and maintain a healthy and sustainable relationship between the Corporation and the environment that we affect, both locally and globally.
4. Respect for the communities in which we do business, finding ways to give something back to them in order to express our gratitude for their contribution to us and the lives of our customers, employees and vendors.
5. Respect for our stockholders, creating long term value for them in gratitude for their contributions to our success and growth.

This statement of values is expressed in order to set high goals for ourselves and to establish a core foundation around which a natural self-organizing and evolving process can occur for the Corporation, subject, however, to the condition and limitation that it is not intended and shall not be construed at any time as the basis for any demands or legal actions by anyone who believes that we have not met these goals, although the Corporation will develop a reasonable forum for addressing such issues when they arise.

ARTICLE VI **Registered Agent and Office**

The name of the registered agent of the Corporation is: William R. Burdette, 2103 Coral Way, Suite 202, Miami, FL 33145.

ARTICLE VII **Incorporator**

The name and address of the incorporator of the Corporation was: Jorge H. Coloma, 2103 Coral Way, Suite 202, Miami, FL 33145.

ARTICLE VIII **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders of the Corporation.

ARTICLE IX **Indemnification**

The Corporation shall indemnify, to the full extent permitted by law, the Incorporator and any officer and director of the Corporation.

ARTICLE X **Designation of Preferences, Limitations and Relative Rights of Preferred Stock**

General Provisions for All Series of Preferred Stock

Section 1. Definitions. For purposes of this Article:

"Change in Control of the Company" shall mean any of the following: (i) a "person" or "group" (within the meaning of Sections 13(d) and 14(d)(2) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act) of Voting Shares of the Company entitled to exercise more than 50% of the total voting power of all outstanding Voting Shares of the Company (calculated in accordance with Rule 13d-3 under the Exchange Act), other than an employee benefit plan of the Company; or (ii) the consummation of any merger, consolidation or similar transaction involving the Company that results in the beneficial owners of Voting Shares of the Company immediately prior to such consummation owning in the

aggregate, directly or indirectly, voting securities representing less than 50% of the voting securities of the surviving entity outstanding immediately following such consummation.

"Common Stock" means, collectively, the Company's common stock, having no par value per share, and any capital stock of any class of the Company hereafter authorized which is not limited to a fixed sum or percentage of par or stated value in respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any Liquidation of the Company into which such common stock is converted or for which such common stock is exchanged.

"Company" means Institutional Deposits Corp.^(SR), a Florida corporation.

"Exchange Act" shall mean the Securities Exchange Act of 1934, as amended.

"Junior Securities" means Common Stock and any other capital stock issued by the Company, whether currently existing or hereafter authorized or issued, which rank junior to the Preferred Stock as to payment of dividends or distribution of assets in the event of a Liquidation (or, as it relates to each Series or each tranche within a Series, those Series or tranches that are junior in priority to the Series or tranche at issue).

"Liquidation" means the liquidation, dissolution or winding up of the Company; provided, however that neither the consolidation or merger of the Company into or with any other entity or entities, nor the sale or transfer by the Company of all or any part of its assets, nor the reduction of the capital stock of the Company, shall be deemed to be a liquidation, dissolution or winding up of the Company.

"Liquidation Preference" of any Preferred Share shall be \$1.00 per share, subject to appropriate and proportionate adjustment to reflect any stock split, stock dividend, recapitalization or other similar event in respect of the Preferred Stock.

"Parity Securities" means any capital stock issued by the Company, whether currently existing or hereafter authorized or issued, which ranks equal to any Series of Preferred Shares as to payment of dividends or distribution of assets in the event of a Liquidation.

"Person" means an individual, a partnership, a corporation, an association, a joint stock company, a limited liability company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"Preferred Share" means any share of Preferred Stock.

"Preferred Stock" means all of the Company's Preferred Stock.

"Reorganization" means any recapitalization, reorganization, reclassification, consolidation, merger, sale of all or substantially all of the Company's assets to another Person or other transaction which is effected in such a manner that holders of Common Stock are entitled to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock.

"Securities Act" shall mean the Securities Act of 1933, as amended, or any similar Federal Statute and the rules and regulations of the Securities and Exchange Commission ("SEC") thereunder, all as the same shall be in effect at the time.

"Series" shall mean any portion of the Preferred Stock of the Company that is designated as a group, all of which group shall carry the same rights as other securities issued in that group.

Section 2. Liquidation. In the event of a Liquidation, after payment of all claims of creditors of the Company, except to the extent otherwise provided for in any special provisions of a particular Series of Preferred Stock, the assets of the Company shall be applied to payment the Liquidation Preference to the holders of each Series (and to each tranche within a Series) of Preferred Stock in the following order of Priority: Series A, Series B, Series C, with all payments being made first to the satisfaction of any and all obligations to the holders of the most senior Series (or tranche within a Series) in the amount of the Liquidation Preference due to the holders thereof plus accrued and unpaid dividends due thereof, prior to the payment of any Liquidation Preference to holders of any subordinate Series (or tranche within a Series). If the

assets distributable upon such Liquidation are insufficient to pay in cash an amount equal to the full Liquidation Preference plus accrued and unpaid dividends due to holders of any Series (or tranche within a Series) of Preferred Stock, then the assets or the proceeds thereof available will be distributed among the holders of that Series (or tranche, as the case may be) ratably in proportion to the respective amounts of the Liquidation Preference due plus all accrued and unpaid dividends.

Section 3. No Voting Rights. Except as otherwise required by law, holders of Preferred Stock shall have no voting rights.

Section 4. Dividends. The record holders of some Series of Preferred Stock shall be entitled to receive dividends, when, as and if declared by the Company's board of directors (the "Board") and to the extent permitted under the Florida Business Corporation Act, as amended (the "FBCA"). Dividends shall accrue on a monthly basis (not compounding) commencing on the Date of Issuance of each Preferred Share at the rate as may be determined by the Board of Directors, and shall accrue until an event of conversion, redemption or liquidation as provided for herein. Dividends shall cease accruing on the date on which the Liquidation Preference of the Preferred Share is paid in full together with all dividends due thereon. Such dividends shall accrue whether or not they have been declared and whether or not there are net profits, surplus or other funds of the Company legally available for the payment of dividends. No interest, dividend or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments that may be accrued and unpaid. At the option of the Company, dividends may be paid to holders of the Preferred Stock in cash or by the issuance of additional shares of the same Series of Preferred Stock.

Section 5. Transferability.

(a). **Restrictions on Transfer.** Except as otherwise provided herein or in any agreement among the Company and its shareholders, no holder of Preferred Stock may sell, assign, transfer, pledge, hypothecate, or otherwise encumber or dispose of in any way, all or any part of or any interest in shares of Preferred Stock held by such holder without the express prior written consent of the Company. Any sale, assignment, transfer, pledge, hypothecation or other encumbrance or disposition of Preferred Stock not made in conformance herewith shall be null and void, shall not be recorded on the books of the Company and shall not be recognized by the Company.

(b). **Restrictive Legend.** Each certificate representing shares of Preferred Stock shall be stamped or otherwise imprinted with a legend in the following form (in addition to any legend required under applicable state securities laws):

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. THE SECURITIES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO THE TERMS AND CONDITIONS OF AND MAY ONLY BE PLEDGED, HYPOTHECATED OR TRANSFERRED IN COMPLIANCE WITH THE DESIGNATION OF PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF SERIES B CONVERTIBLE REDEEMABLE PREFERRED STOCK ON FILE WITH THE SECRETARY OF STATE OF THE STATE OF FLORIDA, WHICH AMONG OTHER RESTRICTIONS, REQUIRES WRITTEN CONSENT OF THE ISSUER OF THESE SECURITIES PRIOR TO SUCH PLEDGE, HYPOTHECATION OR TRANSFER. IN THE EVENT THAT THE COMPANY SHALL CONSENT IN WRITING TO THE PLEDGE, HYPOTHECATION OR TRANSFER OF THESE SECURITIES, SUCH SHARES MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF REGISTRATION UNDER THE SECURITIES ACT OF 1933, UNLESS THE COMPANY RECEIVES AN OPINION OF COUNSEL REASONABLY ACCEPTABLE TO IT STATING THAT SUCH SALE OR TRANSFER IS EXEMPT FROM THE REGISTRATION AND PROSPECTUS DELIVERY REQUIREMENTS OF SAID ACT.

(c). **Mechanism for Transfers.** Prior to any proposed sale, assignment, transfer or pledge of any Preferred Stock for which the Company has provided written consent, unless there is in effect a registration statement under the Securities Act covering the proposed transfer, the holder thereof shall give written notice to the Company of such holder's intention to effect such transfer, sale, assignment or pledge. Each such notice shall describe the manner and circumstances of the proposed transfer, sale, assignment or pledge in sufficient detail, and, if requested by the Company, shall be accompanied, at such holder's expense, by a written opinion of legal counsel who shall, and whose legal opinion shall be, reasonably satisfactory to the Company addressed to the Company, to the effect that the proposed transfer of the Preferred Stock may be effected without

registration under the Securities Act, whereupon the holder of such Preferred Stock shall be entitled to transfer such Preferred Stock in accordance with the terms of the notice delivered by the holder to the Company. Each certificate evidencing shares of Preferred Stock transferred as above provided shall bear the appropriate restrictive legend set forth above, except that such certificate shall not bear such restrictive legend if in the opinion of counsel for such holder and in the reasonable opinion of the Company such legend is not required in order to establish compliance with any provision of the Securities Act.

Section 6. Certain Restrictions. So long as the Preferred Stock is outstanding, the Company shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of all Preferred Stock alter or change the rights, preferences or privileges of the shares of Preferred Stock or otherwise amend this Designation, the Articles of Incorporation or the Bylaws of the Company so as to affect adversely the shares of Preferred Stock.

Section 7. Amendment and Waiver. No amendment, modification or waiver shall be binding or effective with respect to any provision of the designations of any Series of Preferred Stock without the prior written consent of all holders of that Series of Preferred Stock. No modification of the priority of any Series shall be of any force or effect without the approval of the holders or all securities affected by that modification.

Section 8. Notices. All notices referred to herein shall be in writing and shall be delivered by hand delivery, U.S. registered or certified mail, return receipt requested and postage prepaid, or by a national recognized overnight courier service, charges prepaid (i) to the Company, attention of the President, at its then current principal executive offices, and (ii) to any holder, at such holder's address as it appears in the stock records of the Company (or such other record address of such holder as shall be delivered to the Company pursuant to the notice provision hereof). A notice shall be deemed given to and received by the party to whom properly addressed (i) if by hand delivery (or any other form of delivery), on the date of written confirmation of receipt by such party, (ii) if by certified or registered mail, five (5) business days following deposit in the U.S. mail, whether or not personal delivery is actually made, or (iii) if by overnight courier, two (2) business days following deposit with such courier, whether or not personal delivery is actually made.

Section 9. Compliance. By acceptance of any certificate representing shares of Preferred Stock, the holder thereof shall have been deemed to agree to comply in all respects with the provisions of this Designation.

Section 10. No Impairment. The Company will not, by amendment of its Articles of Incorporation or through any Reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance of any of the terms of the Preferred Stock, but will at all times, in good faith, assist in the taking of all actions as may be necessary or appropriate to carry out the terms hereof.

Section 11. Redemption. Upon approval by a majority of the Board of Directors, the Company may authorize the Company to redeem all or any portion of the Preferred Stock at any time and from time to time, as long as there are no securities outstanding that are senior in priority to the Preferred Stock being redeemed and the redemption is permitted under applicable law. Unless otherwise provided for any Series of Preferred, there shall be a mandatory redemption of Preferred Stock upon any Change in Control of the Company.

SERIES A PREFERRED STOCK

Of the shares of Preferred Stock authorized by the Company's Articles of Incorporation, the Company is authorized to issue Two Million (2,000,000) shares of Series A Preferred Stock, no par value per share (the "Series A Preferred Stock"). Series A Preferred Stock shall bear a dividend of six (6%) per cent per annum. At the option of the Company, dividends may be paid to the holders of the Series A Preferred Stock in cash or by the issuance of additional shares of Series A Preferred Stock.

SERIES B PREFERRED STOCK

Of the shares of Preferred Stock authorized by the Company's Articles of Incorporation, the Company is authorized to issue One Million (1,000,000) shares of Series B Preferred Stock, no par value per share (the "Series B Preferred Stock"). There shall be no dividend on Series C Preferred Stock.

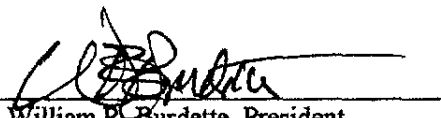
SERIES C PREFERRED STOCK

Of the shares of Preferred Stock authorized by the Company's Articles of Incorporation, the Company is authorized to issue One Million (1,000,000) shares of Series C Preferred Stock, no par value per share (the "Series C Preferred Stock"). There shall be no dividend on Series C Preferred Stock. Unless redeemed prior to April 1, 2010, there shall be a mandatory redemption of Series C Preferred on such date.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be duly executed as of the 2nd day of December, 2004, and hereby certifies as of the hereof that the foregoing Amended and Restated Articles of Incorporation of the Corporation were duly approved and adopted by the unanimous joint written consent of the Directors of the Corporation and a majority in interest of the shareholders of the Corporation, all in accordance with the Florida Statutes and Bylaws of the Corporation.

Institutional Deposits Corp.^(SR)

By: _____


William R. Burdette, President