

223417

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Amendment  
10-26-78  
12pgs

A M E N D M E N T

Word Processing: November 1, 1978

By: cj

Updating:

11-13 By: WA

A notification letter was mailed to:

CORDIS CORPORATION

P.O. Box 370428

Miami, Fla. 33137 Addressed to: Mr. Shlopach

An Amendment to the Articles of Incorporation of CORDIS CORPORATION was filed.

Filing date: October 31, 1978

Remittance totaling: \$ 3,405.00

Charter Number: 223417

Enclosure(s)

223417

Amend.

cordis.

Cordis Corporation  
Post Office Box 370428  
Miami, Florida 33137, U.S.A.  
Telephone 305 578-2000  
  
Cardiovascular  
Instrumentation

RECEIVED  
OCT 26 10 15 AM '78  
DEPARTMENT OF STATE  
TALLAHASSEE, FLA.

OCT 26-78 ~2 143900 \*\*\*\*15.00  
October 24, 1978 ~2 143800 \*\*\*\*15.00  
OCT 26-78 ~2 143700 \*\*\*3,375.00

Division of Corporations  
Department of State  
Tallahassee, Fl. 32304

Re: Articles of Amendment, Restated Articles  
of Incorporation of Cordis Corporation

Gentlemen:

Enclosed is an original and one copy of the  
Articles of Amendment to Article III of the Restated  
Articles of Incorporation of Cordis Corporation. This  
amendment represents an increase in the authorized Common  
Stock of said corporation from 4 million to 15 million  
shares of \$1.00 par value and the creation of a new class  
of Preferred Stock of 2,500,000 shares of \$1.00 par value,  
or a net increase of 13,500,000 shares of \$1.00 par value.

Also enclosed is a check in the amount of  
\$3,405.00 representing the charter tax of \$3,375.00 payable  
pursuant to Section 607.364(4), Florida statutes, the filing  
fee of \$15.00, and the fee of \$15.00 for furnishing a certi-  
fied copy of the subject document. You may forward the  
certified copy to the undersigned.

I thank you kindly for your assistance in this  
matter.

PRIVILEGE TAX	
C. TAX	3,375.00
FILING	15
C. COPY	15
R. A. FEE	
P. COPY	
SEARCH	
TOTAL	3,405.00
BALANCE DUE	

Very truly yours,  
*Miles E. Shlopach*  
Miles E. Shlopach  
Associate Corporate Counsel

MES:jjj  
Enc.

BT

ARTICLES OF AMENDMENT  
TO  
RESTATED ARTICLES OF INCORPORATION  
OF  
CORDIS CORPORATION

FILED  
OCT 31 3 17 PM '78  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III of the Restated Articles of Incorporation of Cordis Corporation is amended as annexed hereto. Said amendment was adopted by the shareholders of this corporation on October 23, 1978.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on October 23, 1978.

  
John Sterner  
President

  
P. Howard Wills  
Secretary

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

ON THIS DAY personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgements of deeds, John Sterner, President of Cordis Corporation, a Florida Corporation, and acknowledged that he executed these Articles of Amendment as such officer for and on behalf of said Corporation after having been duly authorized to do so.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 24th day of October, 1978.

  
Notary Public, State of  
Florida at Large

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES JAN 23 1980  
BONDED THIS GENERAL REG. JAN 23 1980

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is Fifteen Million (15,000,000) shares of common stock of \$1 par value and Two Million Five-hundred Thousand (2,500,000) shares of preferred stock of \$1 par value, all of which shall be issued fully paid and non-assessable. The consideration that the corporation shall receive for the issuance of its common stock, or for the sale of treasury stock, shall be fixed and determined by the Board of Directors, but not for less than the equivalent of its full par value.

No stockholder shall be entitled to subscribe to, or have any pre-emptive rights in or to, any new shares of stock of the corporation, or in or to any distribution of unissued or treasury shares of the corporation's stock.

The common and preferred stock of \$1.00 par value authorized by this Article may be issued by the corporation in exchange for, or the conversion of, evidences of indebtedness, obligations, notes, bonds or debentures either of this corporation or corporations created by any other state or government.

1. Shares of preferred stock may be issued from time to time in one or more series as in this Article III provided. All shares of preferred stock shall be of equal rank and shall be identical in all respects, except in respect of the particulars fixed by the Board of Directors for series of the preferred stock as permitted by the provisions of this Article III. Each series of preferred stock shall be distinctively designated and all shares of any one series of preferred stock shall be identical in all respects with all the other shares of such series, except

that shares of any one series issued at different times may differ as to the dates, if any, from which dividends thereon shall be cumulative.

2. Authority is hereby expressly granted to the Board of Directors, by resolution or resolutions, from time to time to create and provide for the issuance of series of the preferred stock and, in connection with the creation of each such series, to fix by the resolution or resolutions providing for the creation and issue of shares of such series the following provisions of the shares of such series, so far as not inconsistent with the provisions of this Article III applicable to all series of preferred stock:

(a) The designation of such series and the number of shares comprising such series, which number may (except where otherwise provided by the Board of Directors in creating such series) be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors;

(b) The dividend rate per annum, if any, at which holders of shares of such series shall be entitled to receive dividends, whether or not dividends on the shares of such series shall be cumulative, the times at which and the quarterly dividend periods for which dividends on such series shall be paid, the date or dates, if any, from which dividends shall be cumulative and the other conditions, if any, on which such dividends shall be paid;

(c) The time or times, if any, at which the

shares of such series shall be subject to redemption, in whole or in part, the price or prices to which holders of shares of such series shall be entitled upon such redemption, and the other terms and conditions, if any, on which shares of such series may be so redeemed;

(d) The amount or amounts and the other rights, if any, to which the holders of shares of such series shall be entitled upon the dissolution, liquidation or winding up of the affairs of the corporation or upon any other distribution of the assets of the corporation;

(e) The sinking fund or purchase fund provisions, if any, for the redemption or purchase of shares of such series and, if any such fund is so provided for the benefit of such shares, the amount of such fund and the manner of its application;

(f) The extent of the voting powers, if any, of the shares of such series;

(g) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes of stock, or of any series thereof, of the corporation and, if so convertible or exchangeable, the conversion or exchange price or prices or rate or rates, the adjustments thereof and the other terms and conditions, if any, on which shares shall be so convertible or exchangeable; and

(h) Any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of shares of such series as are not fixed and determined in this Article III.

3. The powers, preferences and rights, and the qualifications, limitations or restrictions thereof, applicable to the preferred stock of all series are as follows:

(a) Out of the funds of the corporation legally available for dividends, the holders of the preferred stock of each series shall be entitled to receive, when and as declared by the Board of Directors, cash dividends at such rate, if any and no more, and payable at such times and for such quarterly dividend periods as shall be fixed for such series by the Board of Directors as herein permitted. Dividends on any shares of preferred stock shall be cumulative only if and to the extent fixed by resolution of the Board of Directors. Accumulations of dividends, if any, shall not bear interest.

No such dividend shall be paid or declared and set apart for payment on any share of preferred stock for any quarterly dividend period unless a dividend for the same quarterly dividend period and all past quarterly dividend periods, if any, ending within such quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be or have been paid or declared



and set apart for payment on all shares of preferred stock of all series then outstanding and entitled to receive dividends for such quarterly dividend period or for any past quarterly dividend period, if any, ending within such quarterly dividend period.

In no event, so long as any preferred stock shall remain outstanding, shall any dividend, other than a dividend payable in shares of common stock be declared or paid upon, nor shall any distribution be made upon, any common stock, nor shall any shares of common stock be purchased or redeemed by the corporation other than in exchange for common stock, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any common stock, unless in each instance accrued and unpaid dividends on all outstanding shares of the preferred stock for all past dividend periods shall have been paid and the dividend on all outstanding shares of the preferred stock for the then applicable current quarterly dividend period shall have been paid, or declared and a sum sufficient for the payment thereof set apart.

(b) In the event of any liquidation, dissolution or winding up of the affairs of the corporation, the holders of preferred stock shall be entitled to receive, out of the assets of the corporation available for distribution to its stockholders,

an amount in cash for each share equal to the amount payable on such share in such event provided for by the Board of Directors as permitted herein for the series of preferred stock of which such share is a part plus, in each case, an amount equal to all dividends accrued and unpaid on such share up to the date fixed for distribution, and no more, before any distribution shall be made to the holders of the common stock.

If upon any such liquidation, dissolution or winding up of the corporation its net assets shall be insufficient to permit the payment in full of the respective amounts to which the holders of all outstanding preferred stock of all series are entitled as above provided, the entire remaining net assets of the corporation shall be distributed among the holders of preferred stock of all series in amounts proportionate to the full amounts to which they are respectively so entitled, pursuant to the resolution of the Board of Directors fixing and determining the relative rights and preferences of the shares of each series.

Neither the merger nor consolidation of the corporation, nor the sale, lease or conveyance of all or a part of its assets, shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation within the meaning of this subparagraph (b).

4. (a) Except for such voting powers as may be

granted to the holders of preferred stock by law, subparagraph (b) of this paragraph 4, or as may be granted to the holders of any one or more series of preferred stock by the Board of Directors in accordance with paragraph 2(f) of this Article III, voting power shall be vested exclusively in the common stock. At every meeting of the stockholders of the corporation every holder of common stock entitled to vote shall be entitled to one vote for each share of common stock registered in his name on the books of the corporation and, except as otherwise provided, herein, by law or pursuant to the resolution of the Board of Directors fixing and determining the relative rights and preferences of the shares of each series, the common stock and the preferred stock of the corporation (and any other capital stock of the corporation at the time entitled thereto), shall vote together as a class.

(b) At any time when six (6) quarterly dividends, whether cumulative or non-cumulative, on any one or more series of preferred stock entitled to receive dividends, whether cumulative or non-cumulative, shall be in default, the holders of all such cumulative series at the time or times outstanding as to which such default shall exist shall be entitled, at the next annual meeting of stockholders or special meeting held in place thereof, at which time the number of directors constituting the Board of Directors shall be increased by two, voting as a class, whether or not the holders thereof shall otherwise be entitled to vote, to the exclusion of the holders of common stock, to vote for and elect two members of the Board of Directors of the corporation to fill such newly-created directorships. All rights of all series of preferred stock to participate

(c) Subject to all of the rights of the preferred stock or any series thereof, the holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, out of funds legally available for that purpose, dividends payable in cash, stock or otherwise.

(d) In the event of any liquidation, dissolution or winding up of the affairs of the corporation, if the holders of all series of the preferred stock shall have received all the amounts to which they shall be entitled in such event in accordance with the provisions of this Article III and any further provisions prescribed in accordance herewith, the holders of the common stock shall be entitled, to the exclusion of the holders of the preferred stock of all series, to share in all the remaining assets of the corporation available for distribution to the stockholders.