

323602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

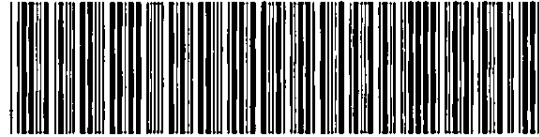
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900340761599

02/25/20--01018--006 \*\*43.75

20 FEB 25 PM 2:55

FEB 18 2020  
C. M. M. R.

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Scientific Instruments, Inc.

DOCUMENT NUMBER: 323602

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

Please return all correspondence concerning this matter to the following:

Frank T. Pilotte

Name of Contact Person

Murphy Reid, L.L.P.

Firm/ Company

11300 U.S. Highway One, Suite 401

Address

Palm Beach Gardens, FL 33408

City/ State and Zip Code

mmakhoul@murphyreid.com

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

For further information concerning this matter, please call:

Frank T. Pilotte

at ( 561 ) 655-4060

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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$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

20 FEB 25 PM 2:55

Articles of Amendment  
to  
Articles of Incorporation  
of

Scientific Instruments, Inc.

20 FEB 25 PM 2:58  
RECEIVED  
STATE OF FLORIDA  
DEPT. OF REVENUE

(Name of Corporation as currently filed with the Florida Dept. of State)

323602

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

**B. Enter new principal office address, if applicable:**  
(Principal office address MUST BE A STREET ADDRESS)

N/A

**C. Enter new mailing address, if applicable:**  
(Mailing address MAY BE A POST OFFICE BOX)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

\_\_\_\_\_  
(Florida street address)

New Registered Office Address: \_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**Check if applicable**

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (1) (e), F.S.

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

**Example:**

X Change                      PT      John Doe

X Remove                    V       Mike Jones

X Add                         SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>V</u>	<u>John J. Sheldon</u>	<u>2597 Florida St.</u>
<input type="checkbox"/> Add			<u>West Palm Beach, FL 33406</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

**E. If amending or adding additional Articles, enter change(s) here:**

*(Attach additional sheets, if necessary). (Be specific)*

1. Article III is amended to read as follows: The maximum number of shares of stock which the Corporation is authorized to issue is two million (2,000,000) shares of common stock, with a par value of \$0.01 per share divided into two hundred thousand (200,000) shares of Series A Common Stock with \$0.01 par value ("Series A Common Stock") and one million eight hundred thousand (1,800,000) shares of Series B Common Stock with \$0.01 par value ("Series B Common Stock"). Series A Common Stock and Series B Common Stock shall be equivalued in all respects, except that Series A Common Stock shall have the right to vote on all matters which properly come before the Shareholders and Series B Common Stock shall have no right to vote on any matters which properly come before the Shareholders. All or any part of such common stock may be issued by the Corporation from time to time, on such terms and conditions as may be determined by the Board of Directors, as provided by law.
2. Article VII is amended to read as follows: The corporation shall have not less than two (2) directors, but shall have as many as the Board of Directors shall from time to time determine.
3. Article X is amended to read as follows: The powers and duties of the officers of the corporation shall be fixed by the by-laws, except as otherwise provided by law, and the by-laws of the corporation shall be adopted, amended or repealed by the Directors. The annual meeting of the stockholders shall be held at a time to be named in the by-laws and the first Board of Directors shall be elected at that time. [CONTINUED - SEE ATTACHED]

**F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:**

*(if not applicable, indicate N/A)*

Each currently issued and outstanding share of common stock will be converted into one (1) share of Series A Common Stock and nine (9) shares of Series B Common Stock.

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by \_\_\_\_\_."  
(voting group)

Dated 02/13/2020

Signature Leigh Ann Hoey  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Leigh Ann Hoey

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
**SCIENTIFIC INSTRUMENTS, INC.**

E. (3) Continued

The officers of the corporation shall be a President, a Vice President, and a Secretary-Treasurer, none of whom need be a stockholder of the corporation, and such other officers as may be deemed necessary from time to time by the Board of Directors, and shall hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or may be deemed necessary by the Board of Directors. Any person may hold two or more offices. All officers shall hold their offices until their successors are chosen and qualified, and the Board of Directors shall meet immediately after the adjournment of the annual stockholders' meeting and shall elect the officers of the corporation. The Directors shall have full control of the affairs of the corporation, except as otherwise provided by law, and may exercise all of its corporate powers.