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GOLDSTEIN MANAGEMENT CONSULTANTS, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GOLDSTEIN MANAGEMENT CONSULTANTS, INC.**

FILED

2019 AUG -9 A 10 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, on behalf of Goldstein Management Consultants, Inc., a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1006 of the Florida Statutes and for the purposes of amending and restating the Corporation's Articles of Incorporation as filed with the Florida Secretary of State, does hereby state as follows:

These Amended and Restated Articles of Incorporation were approved by the Corporation's Shareholders on August 5, 2019. The number of votes cast for the amendment by the Shareholders was sufficient for approval.

The entirety of the Articles of Incorporation of Goldstein Management Consultants, Inc. is deleted, and the following is substituted in place thereof:

**ARTICLE I
NAME**

The name of this Corporation is Goldstein Management Consultants, Inc.

**ARTICLE II
BUSINESS**

The general nature of the business to be transacted by this Corporation is to provide physical therapy services in hospitals and private homes for profit and any and all other activities or business permitted under the laws of the United States and of the State of Florida and to exercise all of such powers as may be necessary or convenient to the purpose of the business of this corporation, and to have, exercise and enjoy all the rights, powers and privileges incident to corporations organized, chartered and existing under and by virtue of the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The amount of capital stock of this Corporation shall be 7,000 shares of common stock, having a par value of \$1.00 per share, said stock consisting of 3,500 shares of Class A common stock and 3,500 shares of Class B common stock. All or any part of said capital stock may be issued for or payable in labor, money, services, real or personal property, at a just valuation to be fixed by the Board of Directors at a regular meeting called for such purpose. The characteristics of each class of common stock shall be as follows:

The Class A common stock shall be voting stock and the holders thereof shall be entitled to vote on all issues upon which the shareholders are entitled to vote. The Class B common stock shall be non-voting stock and the holders thereof shall not be entitled to vote on any issue.

ARTICLE IV
TERM OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

ARTICLE V
PRINCIPAL OFFICE ADDRESS

The principal office of this Corporation is 600 North Boulevard West, Suite D, Leesburg, Florida 34749. The principal office may be changed by the By-Laws.

ARTICLE VI
OFFICERS

This Corporation shall have a President, a Treasurer and a Secretary, and any other officer that the Board of Directors from time to time shall deem necessary. Other than as prohibited by law, the same person may hold any two or more offices.

ARTICLE VII
CONDUCT OF BUSINESS

The business of this Corporation shall be conducted by its sole Director or Board of Directors,, and decisions regarding the business shall be made by the sole Director or a majority vote of the Board of Directors if so established. The original sole Director shall be Laurence N. Benz.

ARTICLE VIII
MEETINGS

The annual meeting of the shareholders shall be held at such time and place, either within or without the State of Florida, as may be designated from time to time by the Board of Directors.

ARTICLE IV
BY-LAWS

The By-Laws have been Amended and Restated as of the date hereof by a majority vote of the outstanding stock held by the holders thereof voting in person or by proxy. The By-Laws may be amended at any time by the vote of the majority of the outstanding stock of the shareholder(s) voting in person or by proxy.

ARTICLE X
AMENDMENT OF CHARTER

These Articles of Incorporation may be amended as provided by law. Every Amendment shall be approved by a majority vote of the shareholders entitled to vote thereon.

ARTICLE XI
REGISTERED AGENT

Gerald Goldstein is hereby designated as the Registered Agent and the registered office is hereby designated at 2918 Cocovia Way, Leesburg, Florida 34748.

[Signature Page Immediately Follows]

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation as of this 8th day of August, 2019.

Laurence N. Benz
LAURENCE N. BENZ

STATE OF Kentucky
COUNTY OF Jefferson

The foregoing instrument was acknowledged, subscribed and sworn before me this 8th day of August, 2019, by Laurence N. Benz, as the Sole Director of Goldstein Management Consultants, Inc., a Florida corporation, for and on behalf of said corporation.

Janet M Portman
NOTARY PUBLIC

Printed Name: Janet M Portman

My commission expires: June 28, 2023

[SEAL]