

608259

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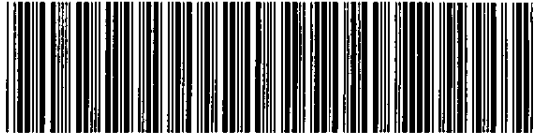
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12-01-07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hill Dermaceuticals, Inc.

DOCUMENT NUMBER: 608259

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

Please return all correspondence concerning this matter to the following:

Linda Schlotterbeck

(Name of Contact Person)

Husch & Eppenberger, LLC

(Firm/ Company)

190 Carondelet Plaza, Suite 600

(Address)

St. Louis, MO 63105

(City/ State and Zip Code)

For further information concerning this matter, please call:

Linda Schlotterbeck at (314) 480-1626
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

Hill Dermaceuticals, Inc.

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

608259

(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:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please see the attached Exhibit A.

(Attach additional pages if necessary)

If an amendment provides for 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)

Please see the attached Exhibit B.

(continued)

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TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: 11/27/07

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

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature _____

(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)

Jerry S. Roth

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

Exhibit A to Articles of Amendment

AMENDMENTS ADOPTED – (OTHER THAN NAME CHANGE) Indicate Articles Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article Number FOUR is amended to read as follows:

1. Number of Shares: The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with \$1.00 par value, of which 750 shares shall be Class A Voting Common Stock with \$1.00 par value, and 6,750 shares shall be Class B Non-Voting Common Stock with \$1.00 par value and having no voting rights whatsoever. Rights of holders of shares of Class A Voting Common Stock and holders of shares of Class B Non-Voting Common Stock shall be identical, except that holders of shares of Class B Non-Voting Common Stock shall have no voting rights whatsoever.
2. Dividends: The holders of the outstanding Class A Voting Common Stock and Class B Non-Voting Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in Shares of the Class A Voting Common Stock or the Class B Non-Voting Common Stock of the corporation.
3. Consideration: The consideration to be paid for each share of par value stock shall be only for money, property (excluding securities), or other stock, but may not be issued for services.
4. Section 1244 Stock Plan: The corporation is authorized to issue Class A Voting Common Stock or Class B Non-Voting Common Stock according to and in accordance with the terms and provisions of 26 U.S.C. Section 1244 of the Internal Revenue Code, as it presently exists and as it may be amended from time to time, should the corporation choose.
5. Non-Convertible Stock: The stock of the corporation shall be non-convertible.

Exhibit B to Articles of Amendment

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

The amendment to Articles Number FOUR exchanges and reclassifies the 500 shares of common stock with \$1.00 par value which are presently issued and outstanding into 500 shares of common stock with \$1.00 par value which shares shall be split between 50 shares of Class A Voting Common Stock and 450 shares of Class B Non-Voting Common Stock. For each ten shares of old common stock that a holder owns, he shall receive in exchange therefore one share of Class A Voting Common Stock and nine shares of Class B Non-Voting Common Stock.