

F 14000002897

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**DATE: 7/30/15**

**NAME: INTEGRATED PRACTICE SOLUTIONS, INC.**

**TYPE OF FILING: AMENDMENT**

**COST: 52.50**

**RETURN: CERTIFIED COPY AND GOOD STANDING PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** INTEGRATED PRACTICE SOLUTIONS, INC.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** F14000002897

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Regina M. Scott

\_\_\_\_\_  
Name of Contact Person

Morris, Manning & Martin, LLP

\_\_\_\_\_  
Firm/Company

3343 Peachtree Road, NE, Suite 1600

\_\_\_\_\_  
Address

Atlanta, GA 30326

\_\_\_\_\_  
City/State and Zip Code

BNelson@chirotouch.com

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

For further information concerning this matter, please call:

Regina M. Scott

\_\_\_\_\_  
Name of Contact Person

at ( 404 ) 504-7681  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 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

15 JUL 30 AM 3:36

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F14000002897

(Document number of corporation (if known))

1. INTEGRATED PRACTICE SOLUTIONS, INC.

(Name of corporation as it appears on the records of the Department of State)

2. WASHINGTON

(Incorporated under laws of)

3. JULY 7, 2014

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

DELAWARE

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Bradley Nelson

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "INTEGRATED PRACTICE SOLUTIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE SIXTH DAY OF AUGUST, A.D. 2014, AT 12:39 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF AUGUST, A.D. 2014, AT 12:39 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "INTEGRATED PRACTICE SOLUTIONS, INC.".



5581815 8100H

151107170

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2598762

DATE: 07-29-15

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:39 PM 08/06/2014  
FILED 12:39 PM 08/06/2014  
SRV 141041242 - 5581815 FILE

**CERTIFICATE OF CONVERSION  
OF  
INTEGRATED PRACTICE SOLUTIONS, INC.  
FROM A WASHINGTON CORPORATION TO A DELAWARE CORPORATION  
PURSUANT TO 8 DEL. C. §265**

**Dated August 6, 2014**

1. Integrated Practice Solutions, Inc. was first incorporated on May 5, 2006 as a corporation organized under the laws of the State of Washington.
2. The name of the corporation immediately prior to the filing of this Certificate is Integrated Practice Solutions, Inc.
3. The name of the corporation as set forth in its certificate of incorporation, which is being filed in accordance with 8 Del. C. § 103 contemporaneously with this Certificate, is Integrated Practice Solutions, Inc.

**INTEGRATED PRACTICE SOLUTIONS, INC.**

By: 

Name: Ron Cano

Title: Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:39 PM 08/06/2014  
FILED 12:39 PM 08/06/2014  
SRV 141041242 - 5581815 FILE

**CERTIFICATE OF INCORPORATION**  
**of**  
**INTEGRATED PRACTICE SOLUTIONS, INC.**

**ARTICLE I**

The name of the Corporation is Integrated Practice Solutions, Inc.

**ARTICLE II**

The Corporation's registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in Wilmington, Delaware 19808, County of New Castle. The registered agent in charge thereof is Corporation Service Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The name and mailing address of the incorporator are as follows:

Name:	Scott L. Allen
Mailing Address:	Morris, Manning & Martin, LLP 1600 Atlanta Financial Center 3343 Peachtree Road, N.E. Atlanta, Georgia 30326

**ARTICLE V**

The amount of the total authorized capital stock of the Corporation is one thousand (1,000) shares of common stock, \$0.00001 par value per share ("Common Stock").

**ARTICLE VI**

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the stockholders.

The initial board of directors shall consist of four directors. The term of the initial directors shall be until the first annual meeting of the stockholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

**ARTICLE VII**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

## **ARTICLE VIII**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

## **ARTICLE IX**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended after approval by the stockholders of this Article to authorize corporation action further eliminating or limiting the personal liability of directors then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware as so amended.

Any repeal or modification of the foregoing provisions of this Article by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

## **ARTICLE X**

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such repeal or modification.



## ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute or this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 6 day of August, 2014.

By:   
Scott L. Allen, Incorporator