

F49356

(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



800253652248

RECEIVED
DEPARTMENT OF STATE
13 DEC -3 PM 1:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC -3 AM 12:29

Restarted Art
@ 12/4/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 906247 4816304

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 3, 2013

ORDER TIME : 12:14 PM

ORDER NO. : 906247-005

CUSTOMER NO: 4816304

DOMESTIC AMENDMENT FILING

NAME: SUNCOAST ORTHOTICS &
PROSTHETICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS:

10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC -3 AM 10:29

**ARTICLES OF RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
SUNCOAST ORTHOTICS & PROSTHETICS, INC.**

**Pursuant to Sections 607.1003 and 607.1007
of the Florida Business Corporation Act (the "Act")**

The undersigned certifies that:

1. He is the Vice President and General Counsel of SUNCOAST ORTHOTICS & PROSTHETICS, INC., a corporation incorporated under the laws of the State of Florida on October 12, 1981 (the "Corporation").

2. The following amendment and restatement of the Articles of Incorporation of the Corporation (the "Articles") has been duly approved by the Board of Directors of the Corporation by unanimous written consent dated December 3, 2013 and is being filed pursuant to Sections 607.1003 and 607.1007 of the Act.

3. The following amendment and restatement of the Articles has been duly approved by the required vote of shareholders in accordance with Section 607.1003(5) of the Act. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%), and one hundred percent (100%) voted in favor of the following amendment and restatement of the Articles.

4. The following amendment and restatement of the Articles does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination effected thereby exceeding the percentage of authorized shares that were unissued before such combination.

5. The Articles are amended and restated to read as follows:

Article I

The name of the corporation is Suncoast Orthotics & Prosthetics, Inc. (the "Corporation").

Article II

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the Registered Agent for the Corporation at such address 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 Act.

Article IV

A. Authorized Capital Stock. Effective immediately following the Effective Time (as defined below), the aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares, consisting of one class only, designated as "Common Stock," with \$1.00 par value.

B. Reverse Stock Split. Effective as of 5:00 p.m. Eastern Time on the date on which these Articles of Restatement are filed with the Department of State of the State of Florida (the "Effective Time"), every four (4) shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Time ("Old Common Stock") shall automatically and without any action on the part of the holder of such shares, be reclassified, combined and converted into one (1) share of Common Stock, with \$1.00 par value, of the Corporation ("New Common Stock").

Each stock certificate that, immediately prior to the Effective Time, represented shares of Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting such stock certificate for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such stock certificate have been reclassified, combined and converted; provided, however, that each holder of record of a stock certificate that represented shares of Old Common Stock shall receive, upon surrender of such stock certificate, a new stock certificate representing the number of shares of New Common Stock into which the shares of Old Common Stock represented by such stock certificate have been reclassified, combined and converted.

Article V

The number of the directors of the Corporation shall initially be two (2), and thereafter the number of directors shall be such number as may be fixed from time to time by the Bylaws of the Corporation.

Article VI

The Corporation's principal place of business shall be 10910 Domain Drive, Suite 300, Austin, Texas 78758.

Article VII

The Corporation is to have perpetual existence.

Article VIII

The Board of Directors shall have the following powers, in addition to those prescribed by law or by the Bylaws of the Corporation: (a) to make, alter, amend and repeal the Bylaws of the Corporation to the extent permitted by the law of the State of Florida and the Bylaws of the Corporation; (b) subject to the provisions of the laws of the State of Florida, to hold their meetings either within or without the State of Florida; (c) to have one or more offices; and (d) to keep the books of the Corporation outside the State of Florida, and at such place or places as may from time to time be designated by them.

Article IX

Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Corporation. Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide.

Article X

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 607.06401(3) of the Act, or (d) for any transaction from which the director derived an improper personal benefit. If the Act is amended after the filing of the Articles of Incorporation of which this Article is a part to authorize corporate 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 Act, as so amended. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time this Article became effective.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article XI

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

[The next page is the signature page.]

I further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in these articles are true and correct of my own knowledge.

DATE: December 3, 2013

By: 

Name: Thomas E. Hartman

Title: Vice President & General Counsel

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By: *Sue G. Knight* **Sue G. Knight**
Assistant Vice President Date: *1-3-2013*