

G 79500

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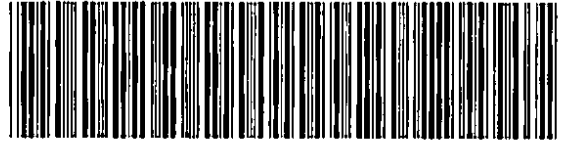
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SECRETARY OF STATE
TALLAHASSEE, FL

JUN 24 2019
C. Kinsey

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CryoLife, Inc.

DOCUMENT NUMBER: G79500

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

Please return all correspondence concerning this matter to the following:

Amanda Linder

Name of Contact Person

CryoLife, Inc.

Firm/ Company

1655 Roberts Blvd. NW

Address

Kennesaw, GA 30144

City/ State and Zip Code

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

For further information concerning this matter, please call:

Amanda Linder at (678) 290-4320

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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CRYOLIFE, INC.

Articles of Restatement

1. The name of the corporation is CRYOLIFE, INC.
2. Restated Articles of Incorporation: This Amendment and Restatement of the Articles of Incorporation does contain an amendment to the Articles requiring shareholder approval. The Board of Directors adopted these Amended and Restated Articles of Incorporation on February 13, 2019.
3. The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I
NAME

The name of this corporation shall be CRYOLIFE, INC.

ARTICLE II
EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSES

The corporation may engage in the transaction of any or all lawful business: for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
GENERAL POWERS

The corporation shall have any and all powers necessary to carry out its business and affairs under the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

(a)(1) The number of shares of capital stock authorized to be issued by this corporation shall be Seventy Five Million (75,000,000) shares of common stock, and Five Million shares of preferred stock. The shares may be divided into and issued in series.

(a)(2) Pursuant to Section 607.0602 of the Florida Statutes, the Board of Directors is expressly authorized and empowered to divide any or all of the shares of preferred stock into series and, within the limitations set forth in Section 607.0602 of the Florida Statutes, to fix and determine the relative rights and preferences of the shares of any series so established. The Board of Directors is expressly authorized to designate each series of preferred stock so as to distinguish the shares thereof from the shares of all other series and classes.

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(a)(3) Each share of issued and outstanding common stock shall entitle the holder thereof to one (1) vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation and/or dissolution. Each share of issued and outstanding preferred stock shall have such rights to share in the net assets of the corporation upon liquidation and/or dissolution as are determined and fixed by the Board of Directors pursuant to Florida Statutes Section 607.0602. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock upon receipt of full payment shall be non-assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI AMENDMENT OF ARTICLES OF INCORPORATION

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

ARTICLE VII INDEMNIFICATION

If in the judgment of the majority of the entire Board of Directors (excluding from such majority the director under consideration for indemnification), the criteria set forth in Section 607.0850(1) and (2), Florida Statutes, have been met, then the corporation shall indemnify any officer or director, or former officer or director, his personal representatives, devisees or heirs, in the manner and to the extent contemplated by the said Section 607.0850(1) and (2).

ARTICLES VIII SHAREHOLDERS PROHIBITED FROM TAKING ACTION WITHOUT A MEETING

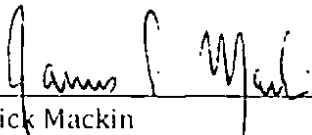
The shareholders may not take action by written consent. Any and all action by a shareholder is required to be taken at the annual shareholders meeting or at a special shareholders meeting. This provision applies to common stock and all classes of preferred stock.

ARTICLE IX SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders for any purpose may be called at the request in writing of shareholders owning not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed meeting by delivering one or more written demands for the meeting which are signed, dated and delivered to the Secretary of the Company and describing the purposes for which the meeting is to be held.

4. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all previous amendments thereto.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed as of the 6th day of June, 2019.



J. Patrick Mackin
Chairman of the Board, President,
and Chief Executive Officer