

H33345

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

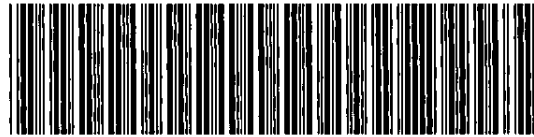
(Business Entity Name)

(Document Number)

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RECEIVED

12 DEC 27 PM 1:57

SECRETARY OF CORP  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12 DEC 27 PM 3:50

*Amended & Restated*

JAN - 2 2013

T. BROWN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 474558 5161069

AUTHORIZATION

*Spurlockman*

COST LIMIT : \$ 35.00

ORDER DATE : December 26, 2012

ORDER TIME : 1:10 PM

ORDER NO. : 474558-020

CUSTOMER NO: 5161069

DOMESTIC AMENDMENT FILING

NAME: THERAKOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER'S INITIALS: \_\_\_\_\_

*File  
Amended +  
Restated  
2nd please  
(after Merger)  
"*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 28, 2012

CSC  
STEPHANIE MILNES  
TALLAHASSEE, FL

SUBJECT: THERAKOS, INC.  
Ref. Number: H33345

We have received your document for THERAKOS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amended and Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown  
Regulatory Specialist II

Letter Number: 612A00030484



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 31, 2012

CSC  
STEPHANIE MILNES  
TALLAHASSEE, FL

SUBJECT: THERAKOS, INC.  
Ref. Number: H33345

We have received your document for THERAKOS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amended and Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Teresa Brown  
Regulatory Specialist II

Letter Number: 612A00030484

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 DEC 27 PM 3:50

**EXHIBIT A**  
**FIRST AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THERAKOS, INC.**

Pursuant to the provisions of Section 607-1007 of the Florida Business Corporation Act (the "Act"), the following Amended and Restated Articles of Incorporation, were adopted in accordance with Section 607.1003 of the Act on December 27, 2012:

**First:** The name of the corporation is Therakos, Inc. (the "Corporation").

**Second:** The street address of the initial principal office of the Corporation is 5 Great Valley Parkway, Malvern, PA 19355.

**Third:** The address of the registered office of the Corporation in the State of Florida is Corporation Service Company, 1201 Hays Street, in the City of Tallahassee, County of Leon, 32301. The name and address of the Corporation's registered agent in the State of Florida is Corporation Service Company, 1201 Hays Street, in the City of Tallahassee, County of Leon, 32301.

**Fourth:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may now or hereafter be organized under the Act.

**Fifth:** The total number of shares of stock which the Corporation shall have authority to issue is One Hundred and One Thousand (101,000), divided into One Hundred Thousand shares of common stock, \$0.001 par value per share, and One Thousand (1,000) shares of preferred stock, \$0.001 par value per share.

**Common Stock:** The common stock shall consist of One Thousand (1,000) shares of Series A Common Stock (the "Series A Stock") and Ninety-Nine Thousand (99,000) shares of Series B Common Stock (the "Series B Stock" and, together with the Series A Stock, the "Common Stock"). The holders of the issued and outstanding shares of Series A Stock shall be entitled to one (1) vote per share in respect of any matter to be voted on by the stockholders of the Corporation, and the holders of the shares of Series B Stock shall have no right, either general or special, to vote on any matter to be voted on by the stockholders of the Corporation. Except as set forth in the preceding sentence, the holders of shares of Series A Stock or Series B Stock shall be entitled to all of the rights, preferences and privileges to which the holders of shares of Series B Stock or Series A Stock, respectively, are entitled, and, without limiting the foregoing, (A) the holders of shares of Series A Stock or Series B Stock shall be entitled to receive dividends and distributions (whether upon liquidation or otherwise and whether in cash or in kind or in the form of additional securities or other rights) on the same date and in the same form as any such dividend or distribution is received on the Series B Stock or the Series A Stock, respectively, and (B) the holders of shares of Series A Stock or Series B Stock shall be entitled, in case the Corporation shall enter into any consolidation, merger, combination, or other transaction in which shares of Common Stock are converted into exchanged for, changed into, or redeemed for other stock or securities, cash and/or any other property, to receive the same consideration in respect of such event on

the same date as such consideration is received by the holders of shares of Series B Stock or Series A Stock, respectively.

**Preferred stock:** The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article, to provide for the issuance of the shares of preferred stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

**Sixth:** The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "Bylaws").

**Seventh:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;

(b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders, and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;

(c) subject to the laws of the State of Florida, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and

(d) in addition to the powers and authorities hereinbefore and by the laws of the State of Florida conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Articles of Incorporation of the Corporation and its Bylaws.

**Eighth:** Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

**Ninth:** The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

**Tenth:** The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the

amended Act. No amendment to or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## Registered Agent Acceptance

Registered Office and Agent:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

Entity name: Therakos, Inc.

*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.*

By: Stephanie Milnes

Name and Title: Stephanie Milnes Asst. v.p.



ARTICLES OF RESTATEMENT  
OF  
THERAKOS, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "*Corporation*") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is **THERAKOS, INC.**
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto as **Exhibit A** and made a part hereof.

\* \* \* \* \*

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles First through Seventh of the Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was December 27, 2012.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.

\* \* \* \* \*

[SIGNATURE ON FOLLOWING PAGE]

Signed this 27 day of December, 2012.

THERAKOS, INC.

By: 

Name: Daniel Abrams

Title: Vice President and Asst. Secretary