

LS3149

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ORAD CORPORATION

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TALLAHASSEE, FLORIDA

**AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ORAD CORPORATION  
Document No. L53149**

Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes, **ORAD CORPORATION**, a Florida for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The amendment being effected hereby was duly adopted and approved by unanimous written consent of the Board of Directors and the sole shareholder of the corporation, dated March 6, 2020.

2. The provisions of Article III of the Articles of Incorporation are hereby ~~deleted~~ in their entirety and the following inserted in lieu thereof:

**III. CAPITAL STOCK**

1. **Authorized Capitalization**

(a) The total number of shares of all classes of stock that this corporation shall have the authority to issue is 2,007,500 shares, consisting of:

(i) 7,500 shares of common stock, par value \$1.00 per share (the "Common Stock"); and

(ii) 2,000,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock").

(b) The designation, relative rights, preferences and liabilities of each class of stock, itemized by class, shall be as follows:

(i) **Preferred**. Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors of this corporation (hereafter the "Board of Directors" or "Board") by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to the following relative rights and preferences, as to which there may be variations fixed and determined by the Board of Directors between different series:

- (A) The rate or manner of payment of dividends.
- (B) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption.
- (C) The amount payable upon shares in the event of voluntary and involuntary liquidation.
- (D) Sinking fund provisions, if any, for the redemption or purchase of shares.
- (E) The terms and conditions, if any, on which the shares may be converted.
- (F) Voting rights, if any.
- (G) Any other rights or preferences now or hereafter permitted by the laws of the State of Florida as variations between different series of preferred stock.

(ii) Common. Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of shareholders, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this corporation, the assets and funds of this corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock of the amounts to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

2. No Preemptive Rights

(a) Preferred Stock. Unless otherwise specifically provided in the terms of the Preferred Stock, the holders of any class of Preferred Stock of this corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred Stock (of the same class or otherwise) or Common Stock issued by this corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

(b) Common Stock. The holders of Common Stock of this corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred Stock or Common Stock issued by this corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and

whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

3. Payment for Stock. The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

4. Treasury Stock. The Board of Directors of this corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interest of this corporation.

**IN WITNESS WHEREOF**, this Amendment to the Articles of Incorporation of **ORAD CORPORATION**, has been executed by a duly authorized officer of the corporation this 6 day of March 6, 2020.

ORAD CORPORATION

By: 

Orest Kostruba, President

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