

PD2000082359

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

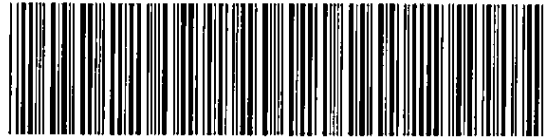
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FILED
2019 APR 16 PM 11:11

Amend

APR 29 2019

ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 728117 4321040

AUTHORIZATION :

COST LIMIT : \$35.00

ORDER DATE : April 16, 2019

ORDER TIME : 1:02 PM

ORDER NO. : 728117-005

CUSTOMER NO: 4321040

DOMESTIC AMENDMENT FILING

NAME: DAWSON JAMES SECURITIES, 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: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS:

16

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Dawson James Securities, Inc.

DOCUMENT NUMBER: P02000082359

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

Please return all correspondence concerning this matter to the following:

Carlton C. Sellers

Name of Contact Person

Schiff Hardin LLP

Firm/ Company

233 S. Wacker Drive, Ste. 7100

Address

Chicago, IL 60606-6446

City/ State and Zip Code

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

For further information concerning this matter, please call:

Carlton Sellers

at (312)

258-4526

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RESUBMIT

Please give original
submission date as file date.

April 17, 2019

CORPORATION SERVICE COMPANY
% ROXANNE TURNER
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DAWSON JAMES SECURITIES, INC.
Ref. Number: P02000082359

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please entitle the document Articles of Amendment and include the requirements regarding the manner and date of adoption.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 219A00007738

RECEIVED
19 APR 26 PM 1:48
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

Dawson James Securities, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P02000082359

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

The attached Exhibit A hereby Amends the Amended and Restated Articles of Incorporation of Dawson James Securities, Inc. (the "Corporation"), pursuant to Section 607.0602 of the Florida Business Corporation Act. Pursuant to the authority conferred upon the Board of Directors of the Corporation, by the Amended and Restated Articles of Incorporation, as amended and Sections 607.0602, 607.1002 and 607.1006 of the Florida Business Corporation Act, authorizing a new series of the Corporation's previously authorized Preferred Stock, \$0.001 par value per share designated as Series C Preferred Stock. Shareholder action was not required.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

Exhibit A

PREFERENCES, RIGHTS, AND LIMITATIONS OF SERIES C PREFERRED STOCK

Pursuant to
Section 607.0602 of the Florida Business Corporation Act

Dawson James Securities, Inc., a corporation organized and existing, under the laws of the State of Florida (the "Corporation"), and in accordance with the provisions of Section 607.0602 of the Business Corporation Act of the State of Florida (the "FLBCA") does hereby certify:

That, pursuant to authority conferred upon the Board of Directors of the Corporation ("Board of Directors") by the Amended and Restated Articles of Incorporation of the Corporation and pursuant to and in accordance with the By-laws of the Corporation and the provisions of the FLBCA, the Board of Directors duly adopted resolutions creating one series of preferred stock, aggregating sixty (60) shares, par value \$0.001 per share, having the following designations, powers, preferences and rights (the "Certificate of Designation"):

1. **Designation.** The designation of the series of preferred stock created hereby shall be "Series C Preferred Stock" (the "Series C Preferred Stock") and the number of shares constituting the Series C Preferred Stock shall be sixty (60) shares with an aggregate stated value of Three Million Dollars (\$3,000,000.00) in the aggregate, Fifty Thousand Dollars (\$50,000.00) per share (the "Stated Value"). In accordance with the terms hereof, each share of Series C Preferred Stock shall have the same relative rights as, and be identical in all respects with, each other share of Series C Preferred Stock.

2. **Dividends.** When and as declared by the Board of Directors, and to the fullest extent permitted under the FLBCA, the Corporation shall pay preferential dividends on each issued and outstanding share of the Series B Preferred Stock as follows:

(a) **General.** Each record holder of the issued and outstanding Series C Preferred Stock (collectively, the "Series C Holders") shall be entitled to receive cumulative dividends on each issued and outstanding share of Series C Preferred Stock at a rate equal to twelve and one-half percent (12.5%) of the Stated Value per share per annum (the "12.5% Coupon"), calculated on a 365/366 day year to be paid on a calendar semi-annual basis, pro-rated for any portion thereof, payable on July 10th and January 10th of each calendar year for so long as shares of Series B Preferred Stock continue to be held by any of the Series C Holders (each such date, a "Dividend Payment Date"). Dividends will begin to accrue three (3) business days after the Corporation's acceptance of a properly executed Subscription Agreement for the purchase of shares of the Series C Preferred Stock from a prospective purchaser by executing its countersignature thereto (each, with respect to the relevant purchaser, an "Initial Dividend Accrual Date"). Dividends on each share of Series C Preferred Stock shall be payable semi-annually, in arrears, in cash, from and including the Initial Dividend Accrual Date to and including the first to occur of (i) the date on which

the Redemption Amount (defined below) of such share (plus all accrued and unpaid dividends thereon) is paid to the holder thereof or (ii) the date on which such shares of Series C Preferred Stock are acquired by the Corporation or otherwise pursuant to a Liquidation Event as defined below. Such dividends shall accrue whether or not they have been declared by the Corporation's Board of Directors and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and such dividends shall be cumulative such that all accrued and unpaid dividends shall be fully paid or declared with funds irrevocably set apart for payment before any dividends, distributions, redemptions or other payments may be made with respect to any junior securities. If under the FLBCA any dividends cannot be declared by the Corporation's Board of Directors and paid in full when due, the full amount which can be paid shall be paid pro rata to the Series C Holders.

(b) Special Dividends. Each share of the Series C Preferred Stock will entitle the Holder to receive special dividend distributions equal in amount to 0.25% of the net cash value, if any, realized upon Company's sale for cash of a total of 2,200,000 shares of the Helomics Holding Corporation ("Helomics") Common Stock ("Helomics Stock") owned by the Company. For purposes of this provision, the issuance of securities in connection with the cancellation or exchange of Helomics Stock for other securities or in a combination, merger or reorganization shall not be deemed to be a disposition that would result in the right to receive a special dividend; provided that any securities received by the Company in respect of the Helomics Stock in a combination, reorganization or merger would be considered "Helomics Stock" for purpose of the first sentence of this paragraph. Such special dividends will be declared and paid within ninety days of the Company's receipt of the net proceeds from the disposition of Helomics Stock, and shall accrue whether or not they have been declared by the Corporation's Board of Directors and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends, and such dividends shall be cumulative such that all accrued and unpaid dividends shall be fully paid or declared with funds irrevocably set apart for payment before any dividends, distributions, redemptions or other payments may be made with respect to any junior securities. If under the FLBCA any dividends cannot be declared by the Corporation's Board of Directors and paid in full when due, the full amount which can be paid shall be paid pro rata to the Series C Holders.

(c) Distribution of Partial Dividend Payments. Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then accrued with respect to the 12.5% Coupon or the Special Dividends due under the Series C Preferred Stock, such payment shall be distributed pro rata among the Series C Holders based upon the aggregate accrued, but unpaid dividends on the Series C Preferred Stock held by each such holder.

3. Liquidation Preference.

(a) General. In the event of any Liquidation Event (as defined below), whether voluntary or otherwise, after payment or provision for payment of the Corporation's debts and other liabilities, the Series C Holders shall be entitled to receive, before the holders of any of the shares of Common Stock or other classes of the Corporation's preferred stock ranking junior thereto, out of the Corporation's remaining net assets, the Liquidation Value (as defined below). The Class A, Class B and Class C Preferred Stock shall be treated as in parity with one

another for liquidation purposes. The "Liquidation Value" shall mean (i) the Stated Value of the shares of Series C Preferred Stock held by each Series C Holder at the time of the Liquidation Event, plus (ii) all accrued but unpaid monies arising from the 12.5% Coupon, if any, and (iii) any accrued but unpaid special dividends. A "Liquidation Event" shall be defined as (i) the voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation; (ii) the commencement by the Corporation of a voluntary case under the federal bankruptcy laws or any other applicable federal or state bankruptcy, insolvency or similar law, the consent to the entry of an order for relief in an involuntary case under such law or to the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the Corporation or of any substantial part of its property, the making of an assignment by the Corporation for the benefit of its creditors, the admission in writing by the Corporation of its inability to pay its debts generally as they become due, the entry of a decree or order for relief in respect of the Corporation by a court having jurisdiction in the premises in an involuntary case under the federal bankruptcy laws or any other applicable federal or state bankruptcy, insolvency or similar law, or the appointment of a receiver, liquidator, assignee, custodian, trustee, sequestrator (or other similar official) of the Corporation or of any substantial part of its property; or (iii) a sale of all or substantially all of the assets of the Corporation in one transaction or a series of related transactions (other than a private or public offering of the Corporation's securities).

(b) Insufficient Funds. If, upon the occurrence of a Liquidation Event, the assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be insufficient to permit the payment to such Series C Holders of their respective full preferential amounts, then the entire assets and funds of the Corporation legally available for distribution to shareholders by reason of their ownership of stock of the Corporation shall be distributed ratably among the Series C Holders in proportion to the preferential amount each such holder is otherwise entitled to receive.

(c) Form of Consideration. Whenever the distribution provided for in this Section 3 shall be payable in a form other than securities or cash, the value of such distribution shall be the fair market value as determined in good faith by the Board of Directors.

4. Call Option. At anytime after the first fifteen (15) months following the Issuance Date (defined hereunder) of shares of the Series C Preferred Stock, the Corporation shall be permitted to redeem such shares of the Series C Preferred Stock, in whole or in part, at a sum equal to the Stated Value, and all accrued dividends thereon, if any (the "Call Price") on a pro rata basis, at its option (the "Call Option"). In the event the Corporation elects to exercise its Call Option, the Corporation shall cause the delivery of payment to be made to the Series C Holder so redeemed within 30 days of written notification to such holder of its intent to exercise the Call Option. Upon payment of the Call Price, the Series C Holder shall simultaneously deliver to the Corporation the original Series C Preferred Stock certificate(s) being called (the "Call Date").

5. Put Option. At anytime after the first fifteen (15) months following the Issuance Date (defined hereunder) of shares of the Series C Preferred Stock but prior to the Corporation's delivery of written notice to the Holder of a Liquidation Event, the Holder shall be permitted to put back to the Corporation any shares of the Series C Preferred Stock, in whole

or in part, at a sum equal to the Stated Value, and all accrued dividends thereon, if any (the "Redemption Price") on an individual or pro rata basis, at its option (the "Put Option"). In such event, the Corporation shall cause the payment to be made to the Series C Holder so redeemed within 60 days of receipt of the Holder's written notification to the Corporation of its intent to exercise the Put Option, subject to the Corporation's compliance with all Securities and Exchange Commission laws and regulations (including broker-dealer regulation) and all other applicable law. Upon payment of the Redemption Price, the Series C Holder shall simultaneously deliver to the Corporation the original Series C Preferred Stock certificate(s) being redeemed (the "Redemption Date").

For purposes of Sections 4 and 5, the Issuance Date is the date of the Corporation's acceptance of a properly executed Subscription Agreement for the purchase of shares of the Series C Preferred Stock from a prospective purchaser by executing its countersignature thereto.

6. **Termination of Rights.** Upon the Call Date or Redemption Date, or upon such earlier date as the Board of Directors shall otherwise designate for payment of the Call Price or Redemption Price, as may be applicable (unless the Corporation shall default in the payment of the Call Price or Redemption Price), the Series C Holders to whom notice has been duly given shall cease to be shareholders with respect to such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares except the right to receive the Call Price or Redemption Price from the Corporation or otherwise, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of the certificates, and the shares represented thereby shall no longer be deemed to be outstanding.

7. **Voting Rights.** Except as otherwise required by law or as otherwise specifically provided herein, the Series C Holders shall have no voting rights and shall not be entitled to vote at any meeting of the shareholders of the Corporation for the election of directors or for any other purpose or otherwise to participate in any action taken by the Corporation or the shareholders thereof.


8. **Senior Ranking.** As long as any shares of the Series C Preferred Stock remain outstanding, the Corporation shall not, without obtaining the prior written consent of the holders of at least two-thirds of the shares of the Series C Preferred Stock then outstanding, create, authorize or issue any other class or series of capital stock of the Corporation, the terms of which provide that such class or series shall rank senior or prior to the Series C Preferred Stock in respect to rights upon dissolution, liquidation or winding up of the Corporation; *provided, however,* the Corporation may at any time create, authorize or issue, without the consent of any of the Series C Holders, other classes or series of capital stock which rank junior to, or in parity with, the Series C Preferred Stock in respect to dissolution, liquidation or winding up of the Corporation.

9. **Amendments.** This Certificate of Designation may be amended only upon both (i) the affirmative vote of not less than a majority of the Series C Holders currently outstanding, at the time such amendment is proposed, and (ii) the affirmative vote of not less than a majority of the directors of the Corporation then holding office and entitled to vote on such amendment.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be signed on this 15th day of January, 2019.

DAWSON JAMES SECURITIES, INC.

By: 
Name: Robert D. Keyser, Jr.
Title: Chief Executive Officer

The date of each amendment(s) adoption: January 25, 2019, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

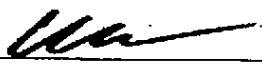
Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____."
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 4/25/19

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert D. Keyser, Jr.

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)