

P03000084455

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2024 DEC 11 PM 2:00



Phelps Dunbar LLP
105 E. Main Street
Suite 201
Tupelo, MS 38804
662 842 7907

December 10, 2024

19132-0001

Andrew V. Garner
Andrew.Garner@phelps.com
Direct 662 690 8177

VIA FEDERAL EXPRESS

Florida Department of State
Attn: Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: Keystone Healthcare Holdings, Inc.
FL Document No.: P03000084455**

Dear Sir or Madam:

Enclosed please find for filing the *Articles of Amendment to Articles of Incorporation of Keystone Healthcare Holdings, Inc.* and our firm's check in the amount of \$35.00 for payment of the filing fee. Please return all correspondence concerning this matter to:

Andrew V. Garner, Esq.
c/o Justin Dean
Phelps Dunbar LLP
Post Office Box 1220
Tupelo, Mississippi 38802

Should you have any questions, please feel free to contact me or my paralegal, Justin Dean, at (662) 842-7907.

Thank you for your time and assistance in this matter.

Sincerely,

Andrew V. Garner

AVG:jhd
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Keystone Healthcare Holdings, Inc.

DOCUMENT NUMBER: P03000084455

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

Please return all correspondence concerning this matter to the following:

Andrew V. Garner, Esq.
Name of Contact Person
Phelps Dunbar LLP
Firm/ Company
Post Office Box 1220
Address
Tupelo, Mississippi 38802
City/ State and Zip Code
Andrew.Garner@phelps.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew V. Garner, Esq. at (662) 842-7907
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED
2024 DEC 11 PM 2:01
TALLAHASSEE, FLORIDA

Keystone Healthcare Holdings, Inc.

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

P03000084455

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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 checked="" type="checkbox"/> N/A Change	N/A	N/A	N/A
<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)

See Attachment

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)

N/A

The date of each amendment(s) adoption: April 30, 2024, 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 incorporators, or board of directors without shareholder action and shareholder action was not required.


☒ 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)

Dated 12-3-2024

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)

Glenn C. Adams

(Typed or printed name of person signing)

President

(Title of person signing)

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
KEYSTONE HEALTHCARE HOLDINGS, INC.**

KEYSTONE HEALTHCARE HOLDINGS, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Section 607.1001 et. seq. of the Florida Business Corporation Act, does hereby adopt the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is KEYSTONE HEALTHCARE HOLDINGS, INC. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on August 1, 2003 and further amended on September 5, 2014 and October 12, 2017.

ARTICLE II
Amendment

Article III of the Articles of Incorporation of this Corporation is hereby amended for the purpose of changing the number of Class B Non-Voting Common Stock shares of the Corporation by deleting the existing Article III in its entirety, and substituting the following therefore to wit:

* * * * *

"ARTICLE III
CAPITAL STOCK

(a) **Authorized Capitalization.**

The total number of shares of capital stock authorized to be issued by this Corporation shall be:

500,000 shares of Class A Voting Common Stock, par value \$.01 per share (the "Class A Common Stock");

6,500,000 shares of Class B Non-Voting Common Stock, par value \$.01 per share (the "Class B Common Stock")

(b) Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

(c) Voting. The voting power of this Corporation shall be vested solely in the Class A Common Stock, including the right to elect all members of the Board of Directors of the Corporation (except as specifically required by the Florida Business Corporation Act) (Chapter 607, *Florida Statutes*) (the "Act"). Holders of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock. Shares of Class B Common Stock shall not be entitled to any vote on any matters brought before the shareholders for a vote, except as specifically required by the Act. There shall be no cumulative voting in the election of directors.

(d) Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Class A Common Stock and Class B Common Stock on a share for share basis."

* * * * *

ARTICLE III
DATE OF ADOPTION

The amendment was duly adopted on April 30, 2024.

ARTICLE IV
DATE OF ADOPTION

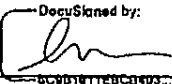
The amendment was duly approved by the written consent of the required number of shareholders the Corporation entitled to vote on the matter.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation for the uses and purposes therein stated.

[Authorized signature on following page]

DATED this 30 day of April, 2024.

**KEYSTONE HEALTHCARE
HOLDINGS, INC.**

By:  DocuSigned by:
Glenn C. Adams, President