

P03000130319

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BASIC AMENDMENT

COMMUNITY FAMILY HEALTH PLAN, INC.

Certificate of Status	1
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Amend
8/18/04

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
COMMUNITY FAMILY HEALTH PLAN, INC.

Pursuant to §607.1006, *Florida Statutes*, the undersigned, as President of COMMUNITY FAMILY HEALTH PLAN, INC., a Florida corporation ("Corporation"), does hereby certify that the amendments provided for herein were adopted unanimously by written consents of the shareholders and board of directors of the Corporation pursuant to §607.0704 and §607.0821, *Florida Statutes*, on the 29th day of July, 2004, and that the number of votes cast for the amendment by the shareholders was sufficient for approval.

The document number of the Corporation is P03000130319.

1. The name of the Corporation is COMMUNITY FAMILY HEALTH, INC.

2. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

4.1 Authorized Capital Stock: The total number of shares of stock which the Corporation has authority to issue is 10,000,000, consisting of:

- (a) 9,000,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"); and
- (b) 1,000,000 shares of Class A Preferred Stock, par value \$0.01 per share (the "Class A Preferred").

4.2 Rank. As set forth in this Article IV, all shares of Preferred Stock shall rank (i) *pari passu* with all other shares of Preferred Stock in declaration and payment of dividends, priority in redemption and priority in liquidation, and (ii) prior to all shares of Common Stock in declaration and payment of dividends, priority in redemption and priority in liquidation.

4.3 Powers, Preferences and Special Rights of the Preferred Stock.

4.3.1 Dividends.

A. General Obligation. When and as declared by the Corporation's Board of Directors and to the extent permitted under the Florida Business Corporation Act, the Corporation shall pay preferential dividends to the holders of the Class A Preferred as provided in this Section 4.3.1. 1

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B. Dividends – Class A Preferred. For each calendar year, commencing with 2005, each share of Class A Preferred shall accrue a dividend of \$1.00. Such dividends shall accrue on December 31st of each year, commencing December 31, 2005, whether or not they have been declared and whether or not there are profits, surplus or other funds of the Corporation legally available for the payment of dividends.

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 Preferred Stock, such payment shall be distributed pro rata among the holders thereof based upon the aggregate accrued but unpaid dividends on the shares of Preferred Stock held by each such holder.

4.3.2 Liquidation. Upon any liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary), each holder of Preferred Stock shall be entitled to be paid, before any distribution or payment is made upon any Common Stock, an amount in cash equal to \$10.00 per share (the "Liquidation Value" of all shares of Preferred Stock held by such holder (plus all accrued and unpaid dividends thereon), and the holders of Preferred Stock shall not be entitled to any further payment. If upon any such liquidation, dissolution or winding up of the Corporation the Corporation's assets to be distributed among the holders of the Preferred Stock are insufficient to permit payment to such holders of the aggregate amount which they are entitled to be paid under this Section 4.3.2, then the entire assets available to be distributed to the Corporation's stockholders shall be distributed pro rata among such holders based upon the aggregate Liquidation Value (plus all accrued and unpaid dividends) of the Preferred Stock held by each such holder. Prior to the liquidation, dissolution or winding up of the Corporation, the Corporation shall declare for payment all accrued and unpaid dividends with respect to the Preferred Stock. Not less than 60 days prior to the payment date stated therein, the Corporation shall mail written notice of any such liquidation, dissolution or winding up to each record holder of Preferred Stock, setting forth in reasonable detail the amount of proceeds to be paid with respect to each share of Preferred Stock and each share of Common Stock in connection with such liquidation, dissolution or winding up. Neither the consolidation or merger of the Corporation into or with any other entity or entities (whether or not the Corporation is the surviving entity), nor the sale or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation nor any other form of recapitalization or reorganization affecting the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 4.3.2.

4.3.3 Priority of Preferred Stock on Dividends and Redemptions. So long as any Preferred Stock remains outstanding, without the prior written consent of a majority in interest of the holders of Class A Preferred, the Corporation shall not redeem, purchase or otherwise acquire directly or indirectly any shares of Common Stock, nor shall the Corporation directly or indirectly pay or declare any dividend or make any distribution upon shares of Common Stock.

4.3.4 Voting Rights. Except as otherwise required by law, the holder of shares of Series A Preferred Stock shall not have the right to vote on matters that come before the shareholders.

4.3.5 Conversion.

Conversion Procedure.

(i) At any time on or after August 10, 2007, any holder of Preferred Stock may convert all or any portion of the Preferred Stock (including any fraction of a share of Preferred Stock) held by such holder into shares of Common Stock on a one for one basis. Each share of Preferred Stock shall be automatically converted into one share of Common Stock upon any offering by the Corporation of its capital stock or equity securities to the public pursuant to an effective registration statement under the Securities Act of 1933, as then in effect, or any comparable statement under any similar federal statute then in force (a "Public Offering").

(ii) Except as otherwise provided herein, each conversion of Preferred Stock shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the Preferred Stock to be converted have been surrendered for conversion at the principal office of the Corporation. At the time any such conversion has been effected, the rights of the holder of the shares of Preferred Stock converted as a holder of Preferred Stock shall cease and the Person or Persons in whose name or names any certificate or certificates for shares of Conversion Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Conversion Stock represented thereby.

(iii) The conversion rights of any Preferred Stock subject to redemption hereunder shall terminate on the Redemption Date for such Preferred Stock unless the Corporation has failed to pay to the holder thereof the Liquidation Value of such Share (plus all accrued and unpaid dividends thereon).

(iv) Notwithstanding any other provision hereof, if a conversion of Preferred Stock is to be made in connection with a Public Offering, the conversion of any shares of Preferred Stock may, at the election of the holder thereof, be conditioned upon the consummation of such offering, in which case such conversion shall not be deemed to be effective until such transaction has been consummated.

(v) As soon as possible after a conversion has been effected (but in any event within five business days in the case of subparagraph (a) below), the Corporation shall deliver to the converting holder:

(a) a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified;

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(b) payment in an amount equal to all accrued dividends with respect to each share of Preferred Stock converted which have not been paid prior thereto; and

(c) a certificate representing any shares of Preferred Stock which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

(vi) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of issuance upon the conversion of the Preferred Stock. All shares of Common Stock, which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not take any action, which would cause the number of authorized but unissued shares of Common Stock to be less than the number of such shares required to be reserved hereunder for issuance upon conversion of the Preferred Stock.

4.3.6 Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of Preferred Stock. Upon the surrender of any certificate representing Preferred Stock at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of the class of Preferred Stock represented by the surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of Preferred Stock as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate, and dividends shall accrue on the Preferred Stock represented by such new certificate from the date to which dividends have been fully paid on such Preferred Stock represented by the surrendered certificate.

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4.3.7 Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Preferred Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement shall be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of Shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate, and dividends shall accrue on the Preferred Stock represented by such new certificate from the date to which dividends have been fully paid on such lost, stolen, destroyed or mutilated certificate.

4.3.8 Amendment and Waiver. No amendment, modification or waiver shall be binding or effective with respect to any provision of Sections 4.2 to 4.3.9 hereof without the prior written consent of the holders of a majority of the outstanding shares of Class A Preferred; provided that no such action shall change (a) the rate at which or the manner in which dividends on the Preferred Stock accrues or the times at which such dividends become payable or the amount payable on redemption of any class of the Preferred Stock or the times at which redemption of any class of the Preferred Stock is to occur, without the prior written consent of the holders of at least 67% of the Class A Preferred then outstanding, or (b) the percentage required to approve any change described in clause (a) above, without the prior written consent of the holders of at least 67% of the Class A Preferred then outstanding; and provided further that no change in the terms hereof may be accomplished by merger or consolidation of the Corporation with another corporation or entity unless the Corporation has obtained the prior written consent of the holders of the applicable percentage of the Class A Preferred then outstanding.

4.3.9 Notices. Except as otherwise expressly provided hereunder, all notices referred to in this Section 4.3 shall be in writing and shall be delivered by registered or certified mail, return receipt requested and postage prepaid, or by reputable overnight courier service, charges prepaid, and shall be deemed to have been given when so mailed or sent (i) to the Corporation, at its principal executive offices and (ii) to any Preferred stockholder, at such holder's address as it appears in the stock records of the Corporation (unless otherwise indicated by any such holder).

4.4 Powers, Preferences and Special Rights of the Common Stock.

Except as otherwise provided in this Section 4.4 or as otherwise required by applicable law, all shares of Common Stock, shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

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4.4.1 Voting Rights. Except as otherwise provided in these Articles of Incorporation or as otherwise required by applicable law, the holders of Common Stock shall be entitled to vote on all matters submitted to the stockholders for a vote with each share of Common Stock entitled to one vote per share as of the record date for such vote or, if no record date is specified, as of the date of such vote.

4.4.2 Dividends. As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata at the same rate per share. The rights of the holders of Common Stock to receive dividends are subject to the provisions of the shares of Preferred Stock.

4.4.3 Liquidation. Subject to the provisions of the shares of Preferred Stock, the holders of the Common Stock shall be entitled to participate pro rata at the same rate per share in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

4.4.4 Registration of Transfer. The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Common Stock. Upon the surrender of any certificate representing shares of any class of Common Stock at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of such class represented by the surrendered certificate and the Corporation shall forthwith cancel such surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of such class as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

4.4.5 Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (provided, that an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of any class of Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement will be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

4.4.6 Notices. All notices referred to herein shall be in writing, and shall be delivered by registered or certified mail, return receipt requested, postage


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prepaid, and shall be deemed to have been given when so mailed (i) to the Corporation at its principal executive offices and (ii) to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

4.4.7 Amendment and Waiver. No amendment or waiver of any provision of this Section 4.4. shall be effective without the prior consent of the holders of a majority of the then outstanding shares of Common Stock voting as a single class.

3. All other articles and provisions of the Articles of Incorporation as filed on November 13, 2003 remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 29th day of July, 2004.


Gladstone A. Cooper, Jr., President

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