

Division of Corporations

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## Florida Department of State

Division of Corporations  
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**ARTICLES OF AMENDMENT AND RESTATEMENT**  
*of the*  
**ARTICLES OF INCORPORATION**  
*of*  
**DERMAL SCIENCE CORPORATION**

Pursuant to Section 607.1007, Florida Statutes, Dermal Science Corporation, a Florida corporation (the "**Corporation**"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

**FIRST:** The Amended and Restated Articles of Incorporation of the Corporation (the "**Amended and Restated Articles**") are set forth in **EXHIBIT A**.

**SECOND:** The Amended and Restated Articles were adopted on the 14<sup>th</sup> day of May, 2015.

**THIRD:** The Amended and Restated Articles were adopted by all of the members of the Board of Directors of the Corporation and all of the shareholders of the Corporation.

**FOURTH:** The Amended and Restated Articles shall become effective as of the date these Articles of Amendment and Restatement are filed with the Secretary of State of Florida.

Signed this 14<sup>th</sup> day of May, 2015.



Marvin C. Kloeppel, Authorized Representative

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**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
*of*  
**DERMAL SCIENCE CORPORATION**

**ARTICLE I**  
**NAME**

The name of the Corporation is Dermal Science Corporation.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation in Florida is located at 9273 Waterglen Lane, Jacksonville, Florida 32256.

**ARTICLE III**  
**CAPITAL STOCK**

(a) Authorized Capital Stock. This Corporation is authorized to issue One Million (1,000,000) shares of common stock with no par value. Five Hundred Thousand (500,000) shares shall be designated as Voting Common shares and Five Hundred Thousand (500,000) shares shall be designated as Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Voting Common Shares. Each holder of Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of Voting Common shares.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

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- (d) Preemptive Rights. The Corporation elects not to have preemptive rights.
- (e) Cumulative Voting. Cumulative voting shall not be permitted.
- (f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

#### ARTICLE IV DIRECTORS

- (a) Number. The Corporation shall have one (1) director. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.
- (b) Board of Directors. The name and address of the directors of the Corporation are:

Robert H. Black

9273 Waterglen Lane  
Jacksonville, Florida 32256

- (c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

#### ARTICLE V BYLAWS

The Amended and Restated Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VI DURATION

The Corporation shall exist perpetually.

3. The foregoing amendment was adopted, ratified and approved by the Board of Directors of the Corporation by unanimous Written Consent, effective as of May 14, 2015.

4. The foregoing amendment shall become effective as of the date these Articles of Amendment and Restatement are filed with the Secretary of State of Florida.