

P04000-156909

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

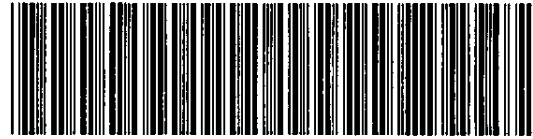
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000259539770

04/30/14--01020--005 **52.50

FILED

2014 APR 30 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 12 2015

HEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Solstice Benefits, Inc.

DOCUMENT NUMBER: P04000156909

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

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Solstice Benefits, Inc.

Firm/ Company

7901 SW 6th Court, Suite 400

Address

Plantation, FL 33324

City/ State and Zip Code

legal@solsticebenefits.com

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

For further information concerning this matter, please call:

David Meyerson

Name of Contact Person

at (

954)

370-1706

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

Articles of Amendment
to
Articles of Incorporation
of
Solstice Benefits, Inc.

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

P04000156909

(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

2014 APR 30 P 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>D</u>	<u>Stuart M. Meyerson</u>	<u>341 Willow Brook Drive</u>
<input type="checkbox"/> Add			<u>Matthews, NC 28105</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>D</u>	<u>Audrey F. Ruden</u>	<u>1215 Park Avenue</u>
<input type="checkbox"/> Add			<u>NewYork, NY 10028</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change	<u>DCEO</u>	<u>Leonard A. Weiss</u>	<u>3072 NW 60th Street</u>
<input checked="" type="checkbox"/> Add			<u>Boca Raton, FL 33496</u>
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change	<u>D</u>	<u>Mark D. Feinstein</u>	<u>16244 Bridlewood Circle</u>
<input checked="" type="checkbox"/> Add			<u>Delray Beach, FL 33445</u>
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change	<u>D</u>	<u>Richard S. Landau</u>	<u>41 Intervale Road</u>
<input checked="" type="checkbox"/> Add			<u>Providence, RI 02906</u>
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change	<u>CFO</u>	<u>Juan M. Fraiz</u>	<u>1040 SW 96th Avenue</u>
<input checked="" type="checkbox"/> Add			<u>Miami, FL 33174</u>
<input type="checkbox"/> Remove			

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

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

Attached are the Amended and Restated Articles of Incorporation

The amendments included: increase the number of authorized shares from 35,000 to 40,000; increase the number of authorized preferred shares from 5,000 to 10,000; and, increase the board of directors from 5 director to 6 directors.

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)

The date of each amendment(s) adoption: February 28, 2014, if other than the date this document was signed.

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

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

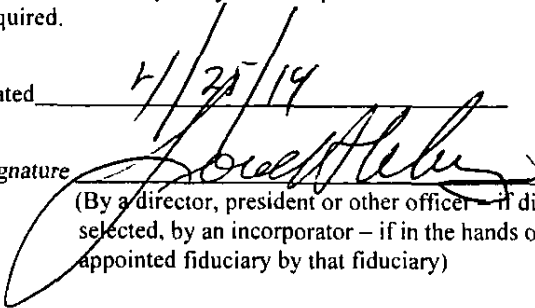
by _____."
(voting group)

☒ 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 4/25/14

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)

Leonard A Weiss

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

**AMENDED ARTICLE OF INCORPORATION
OF
SOLSTICE BENEFITS, INC.**

Incompliance with Chapter 607, Chapter 621, and Chapter 628 of the Florida Statutes

I. Name of the Corporation

Solstice Benefits, Inc.

II. Duration of Corporate Existence

Perpetual

III. Purpose

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporation may be organized under the Florida Business Corporations Act of the State of Florida.

IV. Insurance to be Transacted

The insurance to be transacted is Accident and Health Insurance under Chapter 624 of the Florida Statutes.

V. Amount of Capital Stock

The total number of shares of all classes of stock that the corporation is authorized to issue is 40,000 shares, of which 30,000 shall be one dollar (\$1.00) par value common stock (the "Common Stock") and 10,000 shall be one dollar (\$1.00) par value preferred stock (the "Preferred Stock").

1. Common Stock. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding is 30,000 shares at one dollar (\$1.00) par value, of which 5,000 shares have been issued. The Common Stock shall be issuable from time to time in one or more series as specified in Chapter 607 of the Corporations Statutes of the State of Florida (or in such other manner as permitted by law), as determined from time to time by the Board of Directors and stated in resolution(s) providing for the issuance of such series of Common Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated by some distinguishing letter, number or title. The Board of Directors is hereby expressly granted the authority to fix the authorized number of shares of each series of Common Stock, and to fix the terms of such series, including but not limited to, the following:

- 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 or involuntary liquidation;
- d. sinking fund provisions, if any, for the redemption or purchase of shares;
- e. the terms and conditions, if any, on whether shares can be converted;
- f. voting rights, if any; and,
- g. the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The designation of each particular series of Common Stock and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution(s) providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Common Stock already created by providing that any unissued Common Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Common Stock already created by providing that any unissued shares previously designated assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Common Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before issuance of such shares.

2. Preferred Stock. The maximum number of shares of Preferred Stock that the Corporation is authorized to have outstanding is 10,000 shares at one dollar (\$1.00) par value, of which: 620,684 shares have been authorized and issued as Series A Preferred Stock; 5,000 shares have been authorized and 3,290 shares have been issued as Series B Preferred Stock; and, 1,000 shares have been authorized and 500 shares have been issued as Series C Preferred Stock. The Preferred Stock shall be issuable from time to time in one or more series as specified in Chapter 607 of the

Corporations Statutes of the State of Florida (or in such other manner as permitted by law), as determined from time to time by the Board of Directors and stated in resolution(s) providing for the issuance of such series of Preferred Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated by some distinguishing letter, number or title. The Board of Directors is hereby expressly granted the authority to fix the authorized number of shares of each series of Preferred Stock, and to fix the terms of such series, including but not limited to, the following:

- 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 or involuntary liquidation;
- d. sinking fund provisions, if any, for the redemption or purchase of shares;
- e. the terms and conditions, if any, on whether shares can be converted;
- f. voting rights, if any; and,
- g. the relative or special rights, if any, and the preferences, limitations, qualifications or restrictions thereof, of the shares of such series.

The designation of each particular series of Preferred Stock and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution(s) providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Preferred Stock already created by providing that any unissued Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously designated assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Preferred Stock by fixing or altering the terms

thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before issuance of such shares.

VI. Number of Directors

The Board of Directors shall consist of not less than six (6) directors, who shall constitute the board of directors and conduct the affairs of the corporation. Each director must be a natural person at least 18 years of age. The majority of the directors shall be citizens and residents of the United States.

VII. Location of Principal Office

County of Broward, State of Florida

VIII. Names and Addresses of Directors

- Leonard A. Weiss
Director and Chief Executive Officer
3072 NW 60th Street
Boca Raton, FL 33496
US Citizen
- Michael D. Flax, D.D.S
Director, President, and Treasurer
2499 Banyan Road
Boca Raton, Florida 33432
US Citizen
- Carlos Ferrera
Director, Secretary, and Chief Operating Officer
1101 NW 24th Street
Coral Springs, Florida 33065
US Citizen
- Audie M. Rolnick, M.D.
Director
3480 Derby Lane
Weston, Florida 33310
US Citizen
- Mark D. Feinstein
Director
16244 Bridlewood Circle
Delray Beach, FL 33445
US Citizen
- Richard S. Landau
Director
41 Intervale Road
Providence, RI 02906
US Citizen

The following Directors acknowledge execution of the Articles of Incorporation before the Secretary of the corporation.

Director Authorizations:

Acknowledge by the Secretary
of Solstice Benefits, Inc.:


Leonard A. Weiss

4/21/14
Date


Michael D. Flax

4/25/14
Date


Carlos Ferrera

April 25, 2014
Date


Carlos Ferrera