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ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ATLAS SPINE, INC.,
a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), the Amended and Restated Articles of Incorporation, filed with the Florida Secretary of State on March 7, 2011 (the "Amended and Restated Articles"), are hereby adopted by Atlas Spine, Inc., a Florida corporation (the "Corporation");

1. Name of the Corporation. The name of the corporation is Atlas Spine, Inc.
2. Amendments. The amendments to the Amended and Restated Articles adopted by the Corporation are as follows:

(a) The first paragraph of Article Fourth is hereby amended by deleting the phrase "10,000,000 shares of Preferred Stock" and replacing it with the phrase "15,000,000 shares of Preferred Stock".

(b) Article Fourth, Section B is hereby amended by deleting "4,166,667" and replacing it with "15,000,000".

(c) Article Fourth, Section B, Paragraph 3.2 is hereby deleted in its entirety and replaced as follows:

" Election of Directors. Directors of the Corporation shall be elected as follows: (i) the holders of record of the shares of Series A Preferred Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation (the "**Series A Directors**"); (ii) the holders of record of the shares of Common Stock, exclusively and as a separate class, shall be entitled to elect two (2) directors of the Corporation (the "**Common Stock Directors**"); and (iii) the holders of record of the Common Stock and holders of record of the Series A Preferred Stock shall be entitled to jointly elect one (1) director (the "**Joint Stock Director**") designated by the holder of the warrants issued September 27, 2018; provided, however, that upon either (a) expiration of the warrants issued September 27, 2018, the right to appoint the Joint Stock Director shall transfer to the holders of record of the class or series of shares that holds the majority of the issued and outstanding shares of the Corporation (calculated by treating all such shares as if they had been converted to Common Stock pursuant to the terms of the Articles) and such holders shall have the right to appoint three (3) directors of the Corporation, or (b) upon exercise of the warranted issued September 27, 2018, the right to appoint the Joint Stock Director shall transfer to the holders of record of the Series A Preferred Stock and such holders shall have the right to appoint three (3) directors of the Corporation. Any director

electd as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class or series of capital stock entitled to elect such director or directors, given either at a special meeting of the shareholders duly called for that purpose or pursuant to a written consent of shareholders. If the holders of Series A Preferred Stock or Common Stock, as the case may be, fail to elect a sufficient number of directors to fill all directorships for which they are entitled to elect directors, voting exclusively and as a separate class, pursuant to the first sentence of this Subsection 3.2, then any directorship not so filled shall remain vacant until such time as the holders of the Series A Preferred Stock or Common Stock, as the case may be, elect a person to fill such directorship by vote or written consent in lieu of a meeting; and no such directorship may be filled by shareholders of the Corporation other than by the shareholders of the Corporation that are entitled to elect a person to fill such directorship, voting exclusively and as a separate class. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. Except as otherwise provided in this Subsection 3.2, a vacancy in any directorship filled by the holders of any class or series or by any remaining director or directors elected by the holders of such class or series pursuant to this Subsection 3.2. The rights of the holders of the Series A Preferred Stock under the first sentence of this Subsection 3.2 shall continue so long as there are Series A Preferred Stock outstanding."

(d) Article Sixth is hereby deleted in its entirety and replaced as follows:

"The board of directors of the Corporation shall consist of five (5) members. The number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than five (5)."

(e) Article Fourth, Section B, Paragraphs 3.3.5 and 3.3.6 are hereby amended by deleting the phrase ", including the approval of the Series A Director" at the end of each such paragraph and replacing it with "including the approval of at least fifty percent (50%) of the Series A Directors".

3. Adoption of Amendments. The foregoing amendments were adopted on September 14, 2018 by the shareholders of the Corporation. The number of votes cast for the amendments by the shareholders was sufficient for approval of the amendments.

4. Effective Date and Time. The effective date and time of these Articles of Amendment shall be the date and time they are filed with the Secretary of State of the State of Florida.

5. Full Force and Effect. Except as specifically provided herein, all of the remaining provisions of the Amended and Restated Articles will remain in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has hereunto set his hand and seal this 27th day of September, 2018.

ATLAS SPINE, INC.

By: 

Name: Douglas Watson

Title: President and Chief Executive Officer