

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CAUTHE AND FELDMAN, P.A.
Account Number : Y199A0000085
Phone : (352) 343-2225
Fax Number : (352) 343-7759

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TOTAL NUTRITION AND THERAPEUTICS P.A.**

Certificate of Status	0
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2010 AUG 16 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA10 AUG 16 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Amended
Restated
8/16/10
TC

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Total Nutrition and Therapeutics, P.A.

DOCUMENT NUMBER: P0700010822

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

Please return all correspondence concerning this matter to the following:

Marylee Bitner, Paralegal

Name of Contact Person

Cauthen & Feldman, P.A.

Firm/ Company

215 North Joanna Avenue

Address

Tavares, FL 32778

City/ State and Zip Code

maryleeb@cflegal.com

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

For further information concerning this matter, please call:

Marylee Bitner

Name of Contact Person

at (352)

343-2225 ext. 24

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

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOTAL NUTRITION AND THERAPEUTICS, P.A.**

APPROVED
AND
FILED
10 AUG 16 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes, Chapter 607, the undersigned, being the sole Director and Shareholder of Total Nutrition and Therapeutics, P.A., does hereby adopt the following Amended and Restated Articles of Incorporation:

1. The Articles of Incorporation of Total Nutrition and Therapeutics, P.A., are deleted in its entirety and the following are inserted in its place:

ARTICLE I

Name

The name and address of this corporation shall be: **TOTAL NUTRITION AND THERAPEUTICS, INC.**, 1585 Santa Barbara Boulevard, Suite B, The Villages, FL 32159.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

LORI ESAREY

ADDRESS

5114 N.E. 122nd Boulevard
Oxford, FL 34484

William H. Cauthen, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #133488
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The name and address of the Director is:

<u>NAME</u>	<u>ADDRESS</u>
LORI ESAREY	5114 N.E. 122 nd Boulevard Oxford, FL 34484

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all

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classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence began was the date of filing of the Articles of Incorporation with the Florida Department of State and the amended and restated corporate existence shall begin on the date of execution of these Amended and Restated Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.


ARTICLE X **Registered Office and Registered Agent**

The address of the registered office of this corporation is 1585 Santa Barbara Boulevard, Suite B, The Villages, FL 32159. The name of the Registered Agent of this corporation is LORI ESAREY at the above office address.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 16th day of June, 2010.

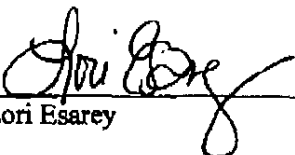

Lori Esarey, President

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Registered Agent for TOTAL NUTRITION AND
THERAPEUTICS, INC., as stated in these Amended and Restated Articles of Incorporation.

Dated: 06/14/10, 2010



Lori Esarey