

SEP-26-2014 11:15

FROM: HARRISON, SALE, MCCLOY & THOMPSON

+780612

T-153

P.001/001

F-938

P10000076496

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000226466 3)))



H14002264663ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6300

From: Account Name : HARRISON, SALE, MCCLOY
Account Number : 076830000528
Phone : (850) 769-3434
Fax Number : (850) 769-6121

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

Email Address: alevy@hsmclaw.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
COGNITION HEALTH PARTNERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

14 SEP 26 PM 12:39

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 SEP 26 AM 9:16

8:11 PM

SEP 29 2014

C. CARROTHERS

FILED

SEP 26 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF BAY)

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
COGNITION HEALTH PARTNERS, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation

ARTICLE I

The name of the corporation is Cognition Health Partners, Inc.

ARTICLE II

The following amendment was adopted in the manner provided for by the Florida Business Corporation Act.

The Articles of Incorporation are hereby amended such that Article 3 is deleted in its entirety and replaced with the following Article 3:

"3. Stock

(a) The capital stock of this Corporation shall consist of (i) Seven Hundred Thousand (700,000) shares of common stock having a par value of One Cent (\$0.01) per share (the "Common Stock"); and (ii) One Million (1,000,000) shares of Class B non-voting common stock having a par value of One Cent (\$0.01) (the "Class B Stock").

(b) The Class B Stock, shall have the following terms, designations, preferences and privileges, and other special rights and qualifications, limitations and restrictions:

(i) Ranking. The Class B Stock shall, with respect to dividend rights and rights on liquidation, dissolution or winding up of the Corporation, rank pari passu to the Common Stock, and any other classes or series of equity securities of the Corporation subsequently issued on a parity with or senior to the Class B Stock as to dividend rights and rights upon liquidation, dissolution or winding up of the Corporation.

(ii) Voting Rights. Except as otherwise provided herein or as otherwise required by law, the Class B Stock shall have no voting rights.

(iii) Preemptive Rights. The holders of Class B Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of the Corporation.

(iv) Waiver. Holders of fifty-one percent (51%) of the outstanding shares of Class B Stock, voting as a single class, may elect to waive any provision of these Articles of Amendment, and the affirmative vote of such percentage with respect to any proposed waiver of any provisions contained herein shall bind all holders of Class B Stock."

ARTICLE III

This amendment was approved by the shareholders of the corporation in the manner prescribed by law on September 24, 2014.

ARTICLE IV

This number of votes for the amendment was sufficient for approval.

Dated: September 25, 2014


Reuben Buckareff, CEO