

P11 000003298

(Requestor's Name)

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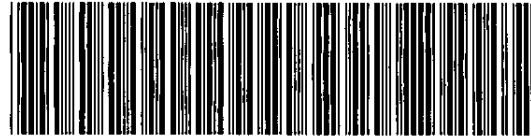
(Business Entity Name)

(Document Number)

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STATE BAR OF CALIF.  
JULIA M. SHERIDAN, Esq.

SEP 14 PM 2:24

FILED

SEP 18 2014  
C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Kericure Inc.

DOCUMENT NUMBER: P11000003298

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

Please return all correspondence concerning this matter to the following:

Kerriann Opp

Name of Contact Person

KeriCure Inc.

Firm/ Company

26620 Easy Street

Address

Wesley Chapel, FL 33544

City/ State and Zip Code

kgreenha@kericure.com

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

For further information concerning this matter, please call:

Kerriann Opp

Name of Contact Person

at 813

391-7722

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

FILED

14 SEP 14 PM 2:24

KeriCure Inc.

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

P11000003298

(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:**

N/A

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)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**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

N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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

**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 <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Jesus Manuel Rodriguez</u>	<u>8337 Gunn Highway</u> <u>Tampa, FL 33626</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____

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

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

N/A

**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)*

N/A

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

Effective date if applicable: 2/20/2014

(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 9/9/14

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)

Kennan Opp

(Typed or printed name of person signing)

CEO

(Title of person signing)

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KERICURE INC.

KeriCure Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation (the "Restated Articles") set forth herein were duly recommended by the Board of the Directors of the Corporation on February 20, 2014. The number of votes cast for the Restated Articles was sufficient for approval.

2. The Amended and Restated Articles of Incorporation of the Corporation (originally filed July 13, 2012) are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "**KeriCure Inc.**"

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation including, but not limited to, medical device products and consulting.

ARTICLE III. CAPITAL STOCK

A. Upon the effective filing of this Amended and Restated Articles of Incorporation, a forward stock split of the Corporation's common stock shall become effective such that each one (1) share of common stock, par value \$0.001 per share, outstanding immediately prior to the filing of this Amended and Restated Articles of Incorporation shall be automatically converted into 1,000 shares of common stock, par value \$0.001 (the "New Common Stock"), without any further action by the holder thereof (the "Common Forward Split"). No fractional shares shall be issued in connection with the Common Forward Split, and the aggregate number of shares of New Common Stock to be issued to particular stockholders shall be rounded down to the nearest whole share and any stockholder who would otherwise be entitled to receive a fractional share as a result of such Common Forward Split shall receive in lieu thereof cash in the amount equal to such fraction multiplied by the fair market value of the New Common Stock, respectively, as of the effective filing of this Amended and Restated Articles of Incorporation, as determined by the Board of Directors of the Corporation. Such Common Forward Split shall occur whether or not certificates representing any stockholder's shares held prior to the Common Forward Split are surrendered for cancellation.

certificates representing any stockholder's shares held prior to the Common Forward Split are surrendered for cancellation.

Upon the effectiveness of the Common Forward Split, the authorized capital of the corporation shall be as follows:

The total number of shares which the Corporation is authorized to issue is 5,000,000 shares, all of which shall be Common Stock (the "Common Stock"). The Common Stock shall have a par value of \$0.001 per share.

B. The number of authorized shares of the Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the capital stock of the Corporation entitled to vote (voting together as a single class on an as-if-converted basis).

#### ARTICLE IV. ADDRESS

The street address of the principal office of the corporation is 26620 Easy Street, Wesley Chapel FL 33544 and the mailing address is the same.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.



## ARTICLE VI. DIRECTORS

This corporation has five (5) directors as of the date hereof. The names and addresses of the members of the Board of Directors are:

Kerriann Opp  
26620 Easy St  
Wesley Chapel, FL 33544

Edward Turos  
1543 Distant Oaks Drive  
Wesley Chapel, FL 33545

Daniel McLain  
7565 Heather Knoll Ln  
Verona, WI 53593

Vivian Lauderdale  
1035 Arden Dr  
Encinitas, CA 92024

Jesus Manuel Rodriguez  
8337 Gunn Highway  
Tampa, FL 33626

- A. The corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.
- B. The corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.
- C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.
- D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.
- E. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who serves or served

at the corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS


Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE IX. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

\* \* \* \* \*

I, Kerriann R. Opp, the Chief Executive Officer of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the Act, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation, and the facts herein stated are true, and accordingly hereunto set my hand this 20<sup>th</sup> day of February, 2014.



Kerriann R. Opp, Chief Executive Officer