

P110000038111

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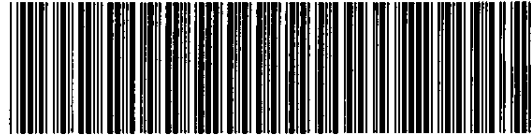
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*Amended and
Restated Art*

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11 MAY 20 AM 10:29

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TRADE-PMR GROUP, INC.

DOCUMENT NUMBER: P11000038111

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

Please return all correspondence concerning this matter to the following:

Thomas S Shigo Jr, Esq

Name of Contact Person

The Shigo Law Firm, P.A.

Firm/ Company

4001 W Newberry Road, Suite E-IV

Address

Gainesville, FL 32607

City/ State and Zip Code

thomasshigo@shigolaw.com

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

For further information concerning this matter, please call:

Thomas S Shigo Jr

Name of Contact Person

at (352)

338-1988

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

Amended And Restated Articles

TO THE

ARTICLES OF INCORPORATION

Trade-PMR Group, Inc.

Pursuant to the act of the majority of shareholders on May 10, 2011, the corporation adopts the following Amendments to and Restatement of the Articles of Incorporation pursuant to the provisions of the Florida Business Corporation Act.

Article I

The name of the corporation is:
Trade-PMR Group, Inc.

Article II

The principal place of business address:
1015 NW 56th Terrace
Gainesville, FL 32605

The mailing address of the corporation is:
1015 NW 56th Terrace
Gainesville, FL 32605

Article III

The purpose for which this corporation is organized is:
Any and all lawful business.

Article IV

The total number of shares of all classes of stock which the corporation shall have authority to issue is 10,000 shares of common stock at \$.001 par value and 10,000 shares of preferred stock at \$.001 par value. The class of common stock shall include the following preferences, right, qualifications, limitations, and restrictions:

(a) Subject to any prior right to receive dividends to which the holders of shares of any series of the preferred stock may be entitled, the holders of shares of common stock shall be entitled to receive dividends, if and when declared payable from time to time by the Board of Directors, from monies legally available for payment of dividends.

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TALLAHASSEE, FLORIDA

(b) In the event of any dissolution, liquidation or winding up of this corporation, whether voluntary or involuntary, after there shall have been paid to the holders of shares of preferred stock the full amounts to which they shall be entitled, the holders of the then outstanding shares of common stock shall be entitled to receive, pro rata, any remaining assets of this corporation available for distribution to its shareholders. The Board of Directors may distribute in kind to the holders of the shares of common stock such remaining assets of this corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or entity and receive payment in cash, stock or obligations of such other corporation, trust or entity or any combination of such cash, stock, or obligations, and may sell all or any part of the confederation so received, and may distribute the consideration so received or any balance or proceeds of it to holders of the shares of common stock. The voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of this corporation (unless in connection with that event the dissolution, liquidation or winding up of this corporation is specifically approved), or the merger or consolidation of this corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of this corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of this corporation for the purpose of this paragraph (b).

(c) Except as provided by law or this certificate of incorporation with respect to voting by class or series, each outstanding share of common stock of this corporation shall entitle the holder of that share to one vote on each matter submitted to a vote at a meeting of shareholders.

(d) Such numbers of shares of common stock as may from time to time be required for such purpose shall be reserved for issuance (i) upon conversion of any shares of preferred stock or any obligation of this corporation convertible into shares of common stock and (ii) upon exercise of any options or warrants to purchase shares of common stock.

The Board of Directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series.

The authority of the Board of Directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

(a) The number of shares constituting the series in the distinctive designation of the series.

(b) The dividend rate on the shares of the series, the conditions that date upon which the dividends on such shares shall be payable, the extent, if any, to which

dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares.

(c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption.

(d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount.

(e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series.

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion.

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law.

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the Board of Directors pursuant to this Article.

The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

Article V

The name and Florida street address of the registered agent is:

Robb W. Baldwin
1015 NW 56th Terrace
Gainesville, FL 32605

I certify that I am familiar with and accept the responsibilities of registered Agent

Registered Agent Signature: _____

Article VI

The name and address of the incorporator is:

Robb W. Baldwin
2202 SW 112th Street
Gainesville, FL 32607

Article VII

The number of directors constituting the Board of Directors is three (3).

The officers and directors who shall serve until the next annual meeting of shareholders are:

Title: PD
Robb W. Baldwin
2202 SW 112th Street
Gainesville, FL 32607

Title: VP
J. Dan Baldwin
1409 NW 60th Street
Gainesville, FL 32605

Title: S
Michael K. Baldwin
525 NW 80th Blvd.
Gainesville, FL 32607

Title: TD
Cristopher M. Baldwin
1310 NW 90th Terrace
Gainesville, FL 32606

Title: D
Dennis R. Suppe
10215 SW 17th Place
Gainesville, FL 32607

Article VIII

The effective date for this corporation shall be:

04/18/2011

Article IX

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the corporation, and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

Article X

The corporation shall indemnify all persons who may serve, or who have served at any time, as directors or officers, or who at the request of the Board of Directors of the corporation may serve, or at any time have served, as directors or officers of another corporation in which the corporation at some time owned, or may own, shares of stock or which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director, officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or misconduct in the performance of his duty. Expenses of each person in indemnified hereunder incurred in defending a civil, criminal, administrative or the investigative action, suit or proceeding (including all appeals) or threat thereof, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

The stated capital of the corporation may be reduced by the Board of Directors, without the assent of the stockholders.

Article XI

The provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws.

Signed on: 5/10/2011

A handwritten signature in black ink, appearing to read "Robb W. Baldwin", is written over a horizontal line.

Robb W. Baldwin
President, Director & Incorporator

Articles of Amendment
to
Articles of Incorporation
of

TRADE-PMR GROUP, INC.

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

P11000038111

(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:

New Registered Office Address:

_____ (Florida street 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

When deleting 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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	See attached Article VII	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<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)

Restated and Amended Articles are attached.

Article VI changes the authorized shared and states conditions.

Article VII sets forth the names and addresses of current officers and directors.

Articles IX, X, and XI are additions to the initial electronic filing.

Articles I, II, III, V, VI, and VII are restated but are unchanged from initial electronic filing.

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: 5/10/2011
(date of adoption is required)

Effective date if applicable: 5/10/2011
(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

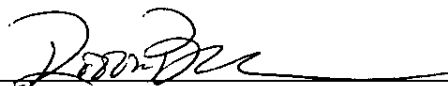
by _____"
(voting group)

☐ 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 5/10/2011

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)

Robb W. Baldwin

(Typed or printed name of person signing)

President

(Title of person signing)