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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

of

UVL BLOOD LABS, INC.

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ARTICLE ONE

UVL Blood Labs, Inc., a Florida corporation (the "*Corporation*"), pursuant to the provisions of Sections 607.1001 *et seq.* of the Florida Business Corporation Act (the "*Act*"), hereby adopts these Amended and Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof. The Amended and Restated Articles of Incorporation were adopted on January 24, 2014 by the approval of the holders of a majority of the Corporation's issued and outstanding common stock entitled to vote thereon in accordance with Section 607.1003 of the Act.

ARTICLE TWO

The Articles of Incorporation of the Corporation are hereby amended and superceded in their entirety by these Amended and Restated Articles of Incorporation as follows:

"ARTICLE ONE: NAME AND CLASSIFICATION

The name of the Corporation is "UVL Blood Labs, Inc."

ARTICLE TWO: DURATION

The Corporation's period of duration is perpetual.

ARTICLE THREE: PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Act.

ARTICLE FOUR: PREEMPTIVE RIGHTS DENIED

No holders of any shares of stock (whether now or hereafter authorized) of the Corporation shall, as such holders, have any preemptive or preferential right to receive, purchase, or subscribe for (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation; (b) any obligations, evidence of indebtedness, or other securities of the Corporation, whether convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase, or subscribe for, any such unissued or treasury shares; (c) any right of subscription for or to receive, or any warrant or option for the purchase

of, any of the foregoing securities; or (d) any other securities that may be issued or sold by the Corporation.

## ARTICLE FIVE: STOCK

### A. CAPITAL STOCK.

The Corporation is authorized to issue two classes of stock to be designated, respectively, "*Common Stock*" and "*Preferred Stock*." The total number of shares which the Corporation is authorized to issue is twenty-five million (25,000,000) shares. Twenty million (20,000,000) shares shall be Common Stock, \$0.0001 par value, and five million (5,000,000) shares shall be Preferred Stock, \$0.0001 par value.

### B. PREFERRED STOCK

The Board of Directors of the Corporation (the "*Board*") may issue Preferred Stock from time to time in one or more series. The Board of the Corporation is hereby authorized to adopt a resolution or resolutions from time to time, within the limitations and restrictions stated in these Articles of Incorporation, to fix or alter the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of any wholly unissued class of Preferred Stock, or any wholly unissued series of any such class, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. The first series of Preferred Stock shall consist of 809,000 shares and is designated "*Series A Preferred Stock*." The second series of Preferred Stock shall consist of 1,000,000 shares and is designated "*Series B Preferred Stock*."

### C. TERMS, RIGHTS, POWERS, ETC. OF THE PREFERRED STOCK

The rights, preferences, powers, privileges and restrictions, qualifications and limitations relating to the Series A Preferred Stock and the Series B Preferred Stock are as follows. Unless otherwise indicated, references to "Sections" or "Subsections" in this Part C of this Article Five refer to sections and subsections of Part C of this Article Five.

#### 1. Dividends.

The Corporation shall not declare, pay or set aside any dividends on shares of Common Stock (other than dividends on shares of Common Stock, Series A Preferred Stock and Series B Preferred Stock payable in shares of Common Stock) unless:

(a) Each holder of shares of Series A Preferred Stock then outstanding shall first receive, or simultaneously receive, a cumulative dividend (the "*Series A Preferred Dividend*") equal to 1.25% (125 basis points) for each 100,000 shares of Series A Preferred Stock (equitably prorated to the extent such holder holds less or more than 100,000 shares of Series A Preferred Stock, and as adjusted for any stock splits, stock dividends, combinations, subdivisions,

recapitalizations or the like with respect to the Series A Preferred Stock) of the sales price of each Patient Treatment Kit sold by the Company (excluding any Patient Treatment Kit samples initially bundled without charge with a UVLrx Station) until such holder has received, with respect to each 100,000 shares of Series A Preferred Stock held by such holder (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Series A Preferred Stock), \$125,000 in such dividends in the aggregate (equitably prorated to the extent such holder holds less or more than 100,000 shares of Series A Preferred Stock, and as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Series A Preferred Stock) (the "**Maximum Series A Preferred Dividend**"); and

(b) Each holder of shares of Series B Preferred Stock then outstanding shall first receive, or simultaneously receive, a cumulative dividend (the "**Series B Preferred Dividend**") equal to 0.625% (62.5 basis points) for each 50,000 shares of Series B Preferred Stock (equitably prorated to the extent such holder holds less or more than 50,000 shares of Series B Preferred Stock, and as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Series B Preferred Stock) of the sales price of each Patient Treatment Kit sold by the Company (excluding any Patient Treatment Kit samples initially bundled without charge with a UVLrx Station) until such holder has received, with respect to each 50,000 shares of Series B Preferred Stock held by such holder (as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Series B Preferred Stock), \$125,000 in such dividends in the aggregate (equitably prorated to the extent such holder holds less or more than 50,000 shares of Series B Preferred Stock, and as adjusted for any stock splits, stock dividends, combinations, subdivisions, recapitalizations or the like with respect to the Series B Preferred Stock) (the "**Maximum Series B Preferred Dividend**"); and

(c) The Corporation shall make Series B Preferred Dividend payments together with Series A Preferred Dividend payments on a *pari passu*, pro rata basis (based on the aggregate accrued and unpaid dividend payments due on each of the Series B Preferred Stock and the Series A Preferred Stock). The Series A Preferred Dividends and the Series B Preferred Dividends will cumulate and accrue (without interest) to the extent not paid. At such times as all accumulated Series A Preferred Dividends and Series B Preferred Dividends have been paid in full, dividends shall be paid to the holders of the Common Stock, the Series A Preferred Stock and the Series B Preferred Stock on a *pari passu*, one-for-one basis when, as and if declared by the Board.

## 2. Liquidation, Dissolution or Winding Up.

2.1 Preferential Payments to Holders of Series A Preferred Stock and Series B Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock and Series B Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, on a *pari passu* basis, the positive difference (if any) between (a) with respect to shares of Series A Preferred Stock, the Maximum Series A Preferred Dividend attributable to the shares of Series A Preferred Stock held by each such holder less the

aggregate Series A Preferred Dividends previously paid with respect to such shares, and (b) with respect to shares of Series B Preferred Stock, the Maximum Series B Preferred Dividend attributable to the shares of Series B Preferred Stock held by each such holder less the aggregate Series B Preferred Dividends previously paid with respect to such shares. If upon any such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Stock and Series B Preferred Stock the full amount to which they shall be entitled under this Subsection 2.1, the holders of shares of Series A Preferred Stock and Series B Preferred Stock shall share ratably in any distribution of the assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.2 Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment of all preferential amounts required to be paid to the holders of shares of Series A Preferred Stock and Series B Preferred Stock pursuant to Subsection 2.1, the remaining assets of the Corporation available for distribution to its shareholders shall be distributed among the holders of the Common Stock, the Series A Preferred Stock and the Series B Preferred Stock on a *pari passu*, one-for-one basis, pro rata based on the number of shares held by each such holder.

3. Voting. On any matter presented to the holders of Series A Preferred Stock or Series B Preferred Stock for vote or consent, each holder of outstanding shares of Series A Preferred Stock and Series B Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Preferred Stock held by such holder as of the record date for determining shareholders entitled to vote on such matter. Except as otherwise required by law, the holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock shall vote together as a single class on all matters presented to the shareholders of the Corporation for vote or consent. Each holder of outstanding shares of Series A Preferred Stock, Series B Preferred Stock or Commons Stock, as the case may be, shall be entitled to cast the number of votes equal to the number of whole shares of Series A Preferred Stock, Series B Preferred Stock or Common Stock held by such holder as of the record date for determining shareholders entitled to vote on such matter. Notwithstanding Section 607.1003(b)(6) of the Act, the shareholders of the Corporation may not amend these Articles of Incorporation without the prior approval of the Board of Directors of the Corporation.

4. No Conversion Rights. The holders of Series A Preferred Stock and Series B Preferred Stock shall have no conversion rights.

5. Redeemed or Otherwise Acquired Shares. Any shares of Series A Preferred Stock or Series B Preferred Stock that are redeemed or otherwise acquired by the Corporation shall have the status of authorized but unissued shares of Preferred Stock, without designation as to series or class, and subject to reissuance by the Board as shares of any one or more other series or class of Preferred Stock. The Corporation may not exercise any voting or other rights granted to the holders of Series A Preferred Stock or Series B Preferred Stock following redemption or other acquisition.

6. Waiver. Any of the rights, powers, preferences and other terms of the Series A Preferred Stock or Series B Preferred Stock, respectively, set forth herein may be waived on behalf of all holders of Series A Preferred Stock or Series B Preferred Stock, respectively, by the affirmative written consent or vote of the holders of a majority of the then outstanding shares of Series A Preferred Stock or Series B Preferred Stock, respectively.

#### **ARTICLE SIX: VOTING**

The holders of Series A Preferred Stock, Series B Preferred Stock and Common Stock shall have the voting rights as provided in Article Five, Section 3 hereof.

#### **ARTICLE SEVEN: CUMULATIVE VOTING**

Cumulative voting for the election of directors is prohibited.

#### **ARTICLE EIGHT: VOTING PROCEDURES**

Nothing contained in this Article Eight is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such authorization or approval is specifically required by the other provisions of these Articles of Incorporation, the Bylaws of the Corporation, or the Act. Any action that may be taken, or is required by the Act to be taken, at any annual or special meeting of the shareholders of the Corporation may be taken without a meeting, without prior notice, and without a vote if a written consent or consents setting forth the action so taken shall be signed by the holder or holders of shares having not less than the minimum number of votes that otherwise would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and all of such shares were voted.

#### **ARTICLE NINE: INTERESTED PARTIES**

No contract or transaction between the Corporation and one or more of its directors, officers, or shareholders or between the Corporation and any Person (as hereinafter defined) in which one or more of its directors, officers, or shareholders are directors, officers, or shareholders, has a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the shareholders. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction. "*Person*" as used herein shall have the meaning given in Section

3(a)(9) of the Securities Exchange Act of 1934, as amended, as modified and used in Sections 13(d)(3) and 14(d)(2) of such act.

#### ARTICLE TEN: INDEMNIFICATION

The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another Person, to the fullest extent permitted under the Act, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Ten is in effect. Any repeal or amendment of this Article Ten shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Ten. Such right shall include the right to be paid by the Corporation expenses incurred in investigating or defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs or expenses is not permitted under the Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, independent legal counsel, or shareholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, independent legal counsel, or shareholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any Person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any Person may have or hereafter acquire under any statute, bylaw, resolution of shareholders or directors, agreement, or otherwise. The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law. Without limiting the generality of the foregoing, to the extent permitted by then applicable law, the grant of mandatory indemnification pursuant to this Article Ten shall extend to proceedings involving the negligence of such Person. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

#### **ARTICLE ELEVEN: REPURCHASE OF STOCK**

The Corporation is authorized to purchase, directly or indirectly, its own shares of stock to the extent of the surplus available therefor, without submitting such purchase to a vote of the shareholders of the Corporation.

#### **ARTICLE TWELVE: AUTHORITY TO BORROW**

The Board is expressly authorized, without the consent of the shareholders, except so far as such consent is herein or by law required, to issue and sell or otherwise dispose of, for any purpose, the Corporation's bonds, notes, debentures, or other securities or obligations, upon such terms and for such consideration as the Board shall deem advisable, and to authorize and cause to be executed mortgages, pledges, charges, and liens upon all or part of the real and personal property rights, interests, and franchises of the Corporation, including contract rights, whether at the time owned or thereafter acquired.

#### **ARTICLE THIRTEEN: OFFICE AND AGENT**

The address of the principal office and mailing address of the Corporation is 200 E. Carillo Street, Suite 101, Santa Barbara, California 93101. The address of the registered office of the Corporation is 39248 U.S. Highway 19 N, Suite 243, Tarpon Springs, Florida 34689. The name of its registered agent at such address is Michael Harter.

#### **ARTICLE FOURTEEN: DIRECTORS**

Except where otherwise provided in these Articles of Incorporation, the number of directors that shall constitute the whole Board shall be fixed by, or in the manner specified in, the Bylaws of the Corporation.

#### **ARTICLE FIFTEEN: LIMITATION OF DIRECTOR LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability imposed under Section 607.0831 of the Act. Any repeal or amendment of this Article Fifteen by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Fifteen, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Act."

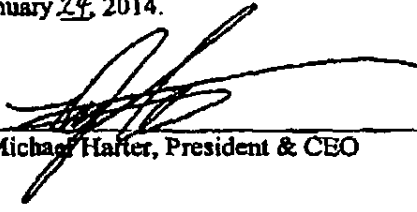
#### **ARTICLE THREE**

Each such amendment made by these Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of Sections 607.1001 *et seq.* of the Act and the Articles of Incorporation and Bylaws of the Corporation, and such Amended and Restated



Articles of Incorporation and each such amendment made hereby were duly adopted by the shareholders of the Corporation on January 24, 2014.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be executed on January 24, 2014.



Michael Harter, President & CEO