

P13000055608

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 MAR 13 PM 3:49

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@ 3/16/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RAYSERMED MEDICAL SUPPLY, INC.

DOCUMENT NUMBER: P13000055608

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

Please return all correspondence concerning this matter to the following:

Marietta Mainieri, Esq.

Name of Contact Person

Marietta Mainieri, P.A.

Firm/ Company

2100 Ponce de Leon Blvd., Suite 1050-B

Address

Coral Gables, Florida 33134

City/ State and Zip Code

mmainieri@amgo.net

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

For further information concerning this matter, please call:

Marietta Mainieri

Name of Contact Person

at (305) 446-8431

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

RAYSERMED MEDICAL SUPPLY, INC.

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

P13000055608

(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)

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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 _____

(Florida street address)

New Registered Office 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

25

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

Article III is hereby deleted. In its place and stead the attached "Article III - Authorized Shares" shall be inserted. Please see attached.

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)

DS

ARTICLE III Authorized Shares

Section 1. The maximum number of shares that the corporation is authorized to have outstanding at any one time is 10,000 shares of Class "A" common stock having a par value of \$1.00 per share and 5,000 shares of Class "B" preferred stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Section 2. Each share of the Class "A" common stock of the corporation shall be entitled to one vote on all matters requiring a vote of the shareholders and, subject to the rights of the holders of any outstanding shares of Class "B" preferred stock, shall be entitled to receive such dividends, in cash, securities, or property, as may from time to time be declared by the board of directors. In the event of any liquidation, dissolution, or winding up of the corporation, either voluntary or involuntary, subject to the rights of the holders of any outstanding shares of Class "B" preferred stock, the holders of Class "A" common stock shall be entitled to share ratably, according to the number of shares held by them, in all remaining assets of the corporation available for distribution.

Section 3. The board of directors is authorized, at any time or from time to time, to issue Class "B" preferred stock and (i) to divide the shares of Class "B" preferred stock into series; (ii) to determine the distinguishing designation for any such series; (iii) to determine the number of shares in any such series; and (iv) to determine with respect to the shares of any such series:

- (A) whether the holders thereof shall be entitled to cumulative, noncumulative, or partially cumulative dividends and, with respect to shares entitled to dividends, the dividend rate or rates, including without limitation the methods and procedures for determining such rate or rates, and any other terms and conditions relating to such dividends;
- (B) whether, and if so to what extent and upon what terms and conditions, the holders thereof shall be entitled to rights upon the liquidation of, or upon any distribution of the assets of, the corporation;
- (C) whether, and if so upon what terms and conditions, such shares shall be convertible into, or exchangeable for, other securities or property;
- (D) whether, and if so upon what terms and conditions, such shares shall be redeemable;
- (E) whether the shares shall be subject to any sinking fund for the purchase or redemption of such shares and, if so, the terms of such fund;

- (F) whether the holders thereof shall be entitled to voting rights and, if so, the terms and conditions for the exercise thereof; and
- (G) whether the holders thereof shall be entitled to other preferences or rights and, if so, the qualifications, limitations, or restrictions of such preferences or rights.

The date of each amendment(s) adoption: March 5, 2015, if other than the date this document was signed.

Effective date if applicable: _____
(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 March 5, 2015

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)

Ramon H. Serrano

(Typed or printed name of person signing)

President

(Title of person signing)