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*Restated  
Art.*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**FUTURA HEALTH PARTNERS, INC.**

Pursuant to the Florida Business Corporation Act, Futura Health Partners, Inc., a Florida corporation (the "Corporation"), hereby certifies, for the purpose of filing these Amended and Restated Articles of Incorporation (these "Articles") with the Department of State of the State of Florida, that:

1. The name of the Corporation is Futura Health Partners, Inc.
2. These Articles were adopted and approved on July 31, 2014 by the unanimous joint written consent of the directors of the Corporation and the holders of the Corporation's issued and outstanding shares of common stock, par value \$0.01 per share, and the number of votes cast for these Articles by the shareholders of the Corporation was sufficient for approval.
3. These Articles will be effective upon their filing with the Department of State of the State of Florida.
4. The Corporation's Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I**

The name of this corporation is Futura Health Partners, Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is 6495 Taft Street, Hollywood, Florida 33027.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have the authority to issue is Twenty-Five Million (25,000,000) shares, comprising (i) Twenty Million (20,000,000) shares of common stock, par value \$0.01 per share ("Common Stock"), and (ii) Five Million (5,000,000) shares of preferred stock, par value \$0.01 per share ("Preferred Stock").

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Except as otherwise provided herein or as otherwise required by applicable law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on the books of the Corporation on all matters submitted to a vote for shareholders of the Corporation. Holders of Common Stock are not entitled to cumulate votes in the election of any directors.

Preferred Stock may be designated and issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the designation and issuance of such series adopted by the Board of Directors of the Corporation (the "Board") as hereinafter provided. Authority is hereby expressly granted to the Board from time to time to designate and issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the designation and issuance of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations and restrictions thereof, including, without limitation, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Act. Without limiting the generality of the foregoing, except as otherwise provided herein or as otherwise required by applicable law, the resolutions providing for the designation and issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by the Act. Except as otherwise provided herein or as otherwise required by applicable law, no vote of the holders of Preferred Stock or Common Stock shall be required for the designation and issuance of any shares of any series of Preferred Stock authorized by and complying with the conditions of these Amended and Restated Articles of Incorporation.

#### ARTICLE V

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is NRAI Services, Inc.

#### ARTICLE VI

The Board shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

#### ARTICLE VII

A director or officer 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 or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable

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cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

~~If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.~~

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

#### ARTICLE VIII

The Corporation's Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of at least a majority of the members of the Board then in office or by the affirmative vote of the holders of at least a majority of the voting power of all shares of capital stock of the Corporation then entitled to vote generally in the election of directors, voting as a single class.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated  
Articles of Incorporation on July 31, 2014.

**FUTURA HEALTH PARTNERS, INC.**

By:   
Name: Kenneth Erickson  
Title: President and Chief Executive Officer

*Signature Page to Amended and Restated Articles of Incorporation  
of  
Futura Health Partners, Inc., a Florida Corporation*

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