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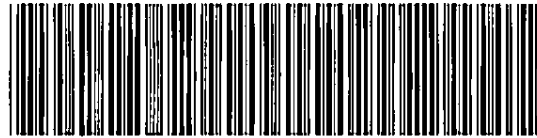
(Business Entity Name)

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P: 866.625.0838
F: 866.625.0839
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Account#: 120000000088

Date: 08/18/2021

Name: Merritt Walker

Reference #: 1448840

Entity Name: ALWAYS NEAR - VILLAGES, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

PLEASE RETAIN THE ORIGINAL
DATE OF SUBMISSION, 8/6/2021

Authorized Amount: \$43.75

Signature: mw



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
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Authorized Amount: \$43.75

Signature: *mw*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALWAYS NEAR - VILLAGES, INC.

ALWAYS NEAR - VILLAGES, INC. (the "*Corporation*"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act, as amended (the "*FBCA*"), does hereby certify that:

1. The name of this Corporation is ALWAYS NEAR - VILLAGES, INC., and the Corporation was originally incorporated on July 18, 2014, pursuant to the FBCA.

2. The following amendment and restatement to the Corporation's Articles of Organization (the "*Restated Articles*") contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval (the "*Amendments*"): (i) the name of the Corporation is changed to AlwaysNear TeleHealth, Inc., (ii) the number of authorized shares has been changed from 1000 shares Common Stock to 9,000,000 shares Common Stock, \$0.01 par value per share, and (iii) Articles V through XI have been added.

3. The Amendments and the Restated Articles were approved by the Board of the Directors of the Corporation and the holders of a majority of issued and outstanding shares of Common Stock of the Corporation on August 4, 2021. The number of votes cast for the Amendments and Restated Articles was sufficient for approval.

4. The Articles of Incorporation of the Corporation, originally filed on July 18, 2014, are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the Corporation is "AlwaysNear TeleHealth, Inc."

ARTICLE II. ADDRESS

The address of the principal place of business of the Corporation is 2000 Peachtree Avenue, The Villages, FL 32162, and the mailing address of the Corporation is 2000 Peachtree Avenue, The Villages, FL 32162.

ARTICLE III. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

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ARTICLE IV. CAPITAL STOCK

A. The total number of shares of all classes which the Corporation is authorized to issue is Nine Million (9,000,000) shares of common stock, \$0.01 par value per share (the "*Common Stock*").

B. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of the Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock, irrespective of the provisions of Section 607.1004 of FBCA (or any successor provision thereto). No shares of Common Stock may be issued by the Corporation without the affirmative vote of at least sixty-six percent (66%) of the Common Stock.

ARTICLE V. REGISTERED AGENT

The name and Florida street address of the registered agent of the Corporation are: *see*
Fitzmorris, 2000 Peachtree Avenue, The Villages, FL 32162.

ARTICLE VI. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII. INDEMNIFICATION

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.

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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 FBCA 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

Subject to any additional vote required by these Amended and Restated Articles of Incorporation or the Bylaws, The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the FBCA, 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.

ARTICLE X. AMENDMENTS

Subject to any additional vote required by these Amended and Restated Articles of Incorporation or the Bylaws, the Corporation reserves the right to amend, alter or repeal any provisions contained in this Amended and Restated Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Amended and Restated Articles

of Incorporation and by the laws of the State of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE XI. MISCELLANEOUS

Subject to any additional vote required by these Amended and Restated Articles of Incorporation or the Bylaws, in furtherance and not in limitation of the powers conferred by the laws of the State of Florida and unless otherwise provided in any agreement among the stockholders of the Corporation:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

B. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Meetings of the shareholders may be held within or without the State of Florida, as the Bylaws may provide.

I, Tyce Fitzmorris, the President of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the FBCA, 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 4th day of August 2021.

DocuSigned by:
Tyce Fitzmorris
Tyce Fitzmorris, President

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