

P15000012542

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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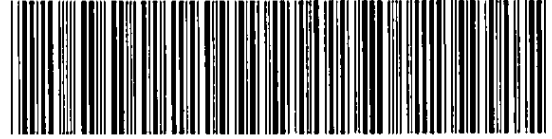
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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NIC & Amend

W23-60092

FILED

2023 APR 28 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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2023 APR 24 PM 4:13

PROFESSIONAL
TALLAHASSEE, FLORIDA

*00789, 00524, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 25, 2023

ROBERTO ORTIZ
BLISS HEALTHCARE SERVICES, INC.
2901 CURRY FORD RD, SUITE 106
ORLANDO, FL 32806

SUBJECT: BLISS HEALTHCARE SERVICES INC.
Ref. Number: P15000012542

We have received your document for BLISS HEALTHCARE SERVICES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form that you submitted is incorrect. It is for a social benefit corporation and your entity is a Florida profit corporation. I have enclosed the correct form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 323A00009211

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2023 APR 28 PM 4:51
FILE
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bliss Healthcare Services, Inc

DOCUMENT NUMBER: PP15000012542

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

Please return all correspondence concerning this matter to the following:

Roberto Ortiz
Name of Contact Person
Bliss Healthcare Services, Inc
Firm/ Company
2901 Curry Ford Road Suite 106
Address
Orlando Florida, 32806
City/ State and Zip Code
roartz@Bliss Health
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roberto Ortiz at (407) 761-4579
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Bliss Healthcare Services, Inc.

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

P15000012542

(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:

Bliss Health Inc.

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)

2901 Curry Ford Road Ste 106

Orlando Florida 32806

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

2901 Curry Ford Road Suite 106

Orlando, FL 32806

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 N/A

(Florida street address)

New Registered Office Address: N/A

(City)

Florida

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (e), F.S.

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) <u>N/A</u> Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
2) <u>N/A</u> Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
3) <u>N/A</u> Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
4) <u>N/A</u> Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
5) <u>N/A</u> Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____
6) <u>N/A</u> Change	_____	_____	_____
_____ Add	_____	_____	_____
_____ Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

1. Substitution of existing Article III of Articles of Incorporation- Corporate Purpose

Delete the current Article III entirely and replace it with the following: "The purpose of th Company shall include creating
a material positive impact on society and the environment, taken as a whole, from the business and operations of the compa

2. Addition/Creation of Article IX to Articles of Incorporation - Directors and Managers Clause (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)

N/A

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

4/28/2023

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☒ 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)

4/28/2023
Dated _____

Signature Roberto Ortiz
(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)

Roberto Ortiz

(Typed or printed name of person signing)

President

(Title of person signing)

Attachment

Adding:

Article IX Directors / Managers Clause

- a) In discharging the duties of their positions and in considering the best interests of the Company, a manager shall consider the effects of any action or inaction on:
 - i) the members of the Company;
 - ii) the employees and work force of the Company, its subsidiaries, and its suppliers;
 - iii) the interests of its customers as beneficiaries of the purpose of the Company to have a material positive impact on society and the environment;
 - iv) community and societal factors, including those of each community in which offices or facilities of the Company, its subsidiaries, or its suppliers are located;
 - v) the local and global environment;
 - vi) the short-term and long-term interests of the Company, including benefits that may accrue to the Company from its long-term plans and the possibility that these interests may be best served by the continued independence of the Company; and
 - vii) the ability of the Company to create a material positive impact on society and the environment, taken as a whole.
- b) In discharging his or her duties, and in determining what is in the best interests of the Company and its members, a manager shall not be required to regard any interest, or the interests of any particular group affected by an action or inaction, including the members, as a dominant or controlling interest or factor. A manager shall not be personally liable for monetary damages for:
 - (i) any action or inaction in the course of performing the duties of a manager under this paragraph if the manager was not interested with respect to the action or inaction; or

- (ii) failure of the Company to create a material positive impact on society and the environment, taken as a whole.
- c) A manager does not have a duty to any person other than a member in its capacity as a member with respect to the purpose of the Company or the obligations set forth in this Article, and nothing in this Article express or implied, is intended to create or shall create or grant any right in or for any person other than a member or any cause of action by or for any person other than a member or the Company
- d) Notwithstanding anything set forth herein, a manager is entitled to rely on the provisions regarding ""best interests"" set forth above in enforcing his or her rights hereunder and under state law, and such reliance shall not, absent another breach, be construed as a breach of a manager's duty of care, even in the context of a Change in Control Transaction where, as a result of weighing the interests set forth in subsection (a)(i)-(vii) above, a managing member determines to accept an offer, between two competing offers, with a lower price per unit.
- e) A manager who makes a business judgment in good faith fulfills the duty under this section if the manager:
 - (i) is not interested in the subject of the business judgment;
 - (ii) is informed with respect to the subject of the business judgment to the extent the director reasonably believes to be appropriate under the circumstances; and
 - (iii) rationally believes that the business judgment is in the best interests of the Company.