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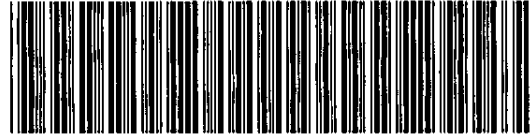
(Business Entity Name)

(Document Number)

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*[Signature]*

JUN 04 2015

T. LEMIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** API Capital Corporation

**DOCUMENT NUMBER:** P15000037281

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

Please return all correspondence concerning this matter to the following:

Stephen J. Leary, Esq.

Name of Contact Person

Marshall Socarras Grant, P.L.

Firm/ Company

197 South Federal Highway, Suite 300

Address

Boca Raton, FL 33432

City/ State and Zip Code

efile@msglaw.com

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

For further information concerning this matter, please call:

Stephen J. Leary, Esq.

at ( 561 )

361-1000

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:

☒ \$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

API Capital Corporation

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

P15000037281

(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:**

N/A

*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)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**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, 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

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TALLAHASSEE, FLORIDA

**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

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	N/A
<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)*

ADD ARTICLE VIII, 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.

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 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 \_\_\_\_\_

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)

Timothy Clinton

\_\_\_\_\_  
(Typed or printed name of person signing)

Director

\_\_\_\_\_  
(Title of person signing)

**ARTICLE VIII**  
**Restrictions on Transfer**

8.1 Restrictions on the Transfer of Shares. Notwithstanding any other provision of these Articles, no shareholder of the corporation shall, directly or indirectly, sell, transfer, alienate, hypothecate, pledge, or encumber its/his/her shares in the corporation (except in case of death, and then only to the administrator of the estate of the deceased shareholder), without the unanimous written consent of the corporation's shareholders, OceanView Pharma, LLC, and Ping Fan Li. No shareholder of the corporation where such shareholder is a business entity, shall permit its member, shareholder, partner, limited partner or other owner to sell, transfer, alienate, hypothecate, pledge, or encumber his/her/its ownership interest in such entity, without the unanimous written consent of the corporation's shareholders, OceanView Pharma, LLC, and Ping Fan Li. No sale of all or substantially all of the Company's assets shall occur without the unanimous written consent of the corporation's shareholders, OceanView Pharma, LLC, and Ping Fan Li.

8.2 Recognition of Transfer or Assignment by Corporation or other Shareholders. No transfer, assignment, or any part thereof that is in violation of these Articles shall be valid or effective, and neither the corporation nor the corporation's shareholders or any shareholder shall recognize the same for any purpose of these Articles, including the purpose of making distributions with respect to the corporation's shares. Neither the corporation nor the corporation's shareholders shall incur any liability as a result of refusing to make any such distributions to the assignee of any such invalid assignment.

8.3 Shareholder Withdrawal and Resignation. No shareholder shall have the power or right to withdraw or otherwise resign from the corporation prior to the dissolution and winding up of the corporation. Upon a transfer of all of a shareholder's shares in a transfer permitted by these Articles, such shareholder shall cease to be a shareholder of the corporation.

8.4 Admission of Shareholders. A person may be admitted to the corporation as a shareholder only with the prior unanimous consent of the corporation's shareholders and furnishing to the corporation's directors (i) a letter of acceptance, in form satisfactory to the corporation's directors, of all the terms and conditions of these Articles, and (ii) such other documents or instruments as may be necessary or appropriate to effect such person's admission as a shareholder. Such admission shall become effective on the date on which the corporation's directors determine in their reasonable discretion that such conditions have been satisfied and when any such admission is shown on the books and records of the corporation.

8.5 Governance. The governance of the corporation's affairs shall be set forth in the corporation's Bylaws. Neither the Bylaws, nor these Articles of Incorporation, may be amended without the consent of the corporation's shareholders, OceanView Pharma, LLC and Ping Fan Li. To the extent that the Bylaws are inconsistent with the terms of these Articles of Incorporation, these Articles of Incorporation shall control.