

P15000094769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

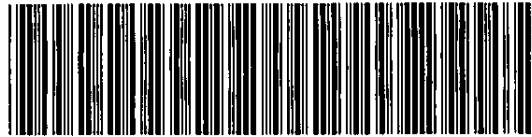
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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900280131019

Amend

RECEIVED
DEPARTMENT OF STATE
15 DEC 23 AM 10:52

FILED
15 DEC 23 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 28 2015
A RAMSEY

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 927154 4321551

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 23, 2015

ORDER TIME : 10:08 AM

ORDER NO. : 927154-005

CUSTOMER NO: 4321551

DOMESTIC AMENDMENT FILING

NAME: INDEPENDENT IMAGING HOLDINGS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Independent Imaging Holdings, Inc.

DOCUMENT NUMBER: PI5000094769

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

Please return all correspondence concerning this matter to the following:

Michael E. Zeller

Name of Contact Person

Moore & Van Allen PLLC

Firm/ Company

100 North Tryon Street, Suite 4700

Address

Charlotte, North Carolina 28202-4003

City/ State and Zip Code

mikezeller@mvalaw.com

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

For further information concerning this matter, please call:

Michael E. Zeller

Name of Contact Person

at (704)

331-1064

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

FILED

15 DEC 23 AM 11:00

Independent Imaging Holdings, Inc.

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

P15000094769

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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)

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

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:

☒ Change PT John Doe
☒ Remove V Mike Jones
☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	PD	Dr. J. David Ghiragossian	3347 State Road 7, Suite #100
<input type="checkbox"/> Add			Wellington, Florida 33449
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	CEOD	Dr. J. Daniel Ghiragossian	3347 State Road 7, Suite #100
<input checked="" type="checkbox"/> Add			Wellington, Florida 33449
<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			

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

[illegible]

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 12/23/2015

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)

Dr. J. Daniel Ghiragossian, President

(Typed or printed name of person signing)

(Title of person signing)

Rider to Florida Articles of Amendment
of
Independent Imaging Holdings, Inc.

Shares

The number of authorized shares of stock is 2,000,000 shares of common stock.

S-Corporation Election

No shareholder may: (1) transfer all or part of the shareholder's stock in a manner which would result in an increase in the then current number of shareholders of the Corporation in excess of those allowed under Section 1361 of the Internal Revenue Code of 1986, as amended (the "Code"); (2) transfer all or part of the shareholder's stock to a person or entity who is not eligible to hold stock in a subchapter S corporation pursuant to Section 1361(b)(1) of the Code; or (3) transfer the shareholder's stock in any manner which would result in the termination of subchapter S corporation status for the purposes of federal corporate income taxation pursuant to the provisions of the Code. Any purported transfer in violation of these provisions is null and void, and the Corporation is not required to accept or recognize any such purported transfer.

Indemnification

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Texas Business Organizations Code as currently in effect or as the same may hereafter be amended.