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COR AMND/RESTATE/CORRECT OR O/D RESIGN
OURCARE IN-HOME HEALTH SERVICES, INC.

Certificate of Status	0
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Amended
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Amended & Restated Articles of Incorporation

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OURCARE IN-HOME HEALTH SERVICES, INC.**

FILED
2018 JUL 10 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007, Florida Statutes, OurCare In-Home Health Services, Inc., a corporation organized under the laws of the State of Florida, and assigned document number P16000070238 (the "Corporation"), by its undersigned President, has adopted the following Amended and Restated Articles of Incorporation:

ARTICLE 1: NAME

The name of the Corporation is: OurCare In-Home Health Services, Inc.

ARTICLE 2: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

1990 Main Street
Suite 750
Sarasota, FL 34236

ARTICLE 3: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act as it now exists or may hereafter be amended or supplemented.

ARTICLE 4: SHARES

1. **Preferred Stock.** The Preferred Stock may be issued from time to time by the Board of Directors in one or more series. The Board of Directors is hereby expressly authorized to provide for the issuance of all or any of the remaining authorized shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, powers, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors of the Corporation providing for the issuance of such shares, insofar as they are not inconsistent with the provisions of these Articles, and to the full extent permitted in accordance with the laws of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease the number of authorized shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the

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shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of authorized shares of such series. The transfer of the Preferred Stock may be limited by a shareholder agreement among the stockholders of the Corporation.

2. **Series A Convertible Preferred Stock.** A series of Preferred Stock is hereby designated and known as "**Series A Convertible Preferred Stock**" and shall consist of One Hundred (100) shares, \$.001 par value per share. The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the Series A Convertible Preferred Stock shall be as follows:

i. **Voting Rights.** Except as otherwise required by the Act or as provided in these Articles, the shares of Series A Convertible Preferred Stock shall vote as if the Series A Convertible Preferred Stock was Common Stock, and all voting rights shall be exercised as a part of the class of Common Stock.

ii. **Dividend Rights.**

a) Each issued and outstanding share of Series A Convertible Preferred Stock shall entitle the holder of record thereof to receive dividends thereon in the aggregate amount of \$2,000.00 per share of Series A Convertible Preferred Stock (the "**Series A Convertible Preferred Dividend**"). Dividends shall not accrue until such time as the Board of Directors have declared a dividend payment or other distribution from the Corporation to its stockholders regardless of whether there are any profits, surplus or other funds of the Corporation legally available for dividends. Upon full payment of the Series A Convertible Preferred Dividend, the Series A Convertible Preferred Stock shall automatically Convert as set forth herein below.

b) Except as provided in this Article 4, without Series A Convertible Approval (as defined below), no dividends or other distributions shall be paid on any Common Stock or capital stock (including any shares of treasury stock), preferred stock, or rights, options, warrants or other securities convertible into or exercisable or exchangeable for capital stock or any debt security which by its terms is convertible into or exchangeable for any equity security or has any other equity feature or any security that is a combination of debt and equity (collectively, "**Equity Securities**") unless at least 10% of the total dividend or distribution to be paid is paid to the Series A Convertible Preferred. In the event a dividend or other distribution shall be insufficient to permit the payment in full of the Series A Convertible Preferred Dividend, then the amount of the dividend or other distribution shall be distributed ratably based upon the Series A Convertible Preferred Dividend among such holders of the Series A Convertible Preferred Stock.

3. **Preferences on Liquidation, Dissolution, etc.**

i. **Liquidation Preference.** Upon any dissolution, liquidation, or

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winding up of the Corporation, whether voluntary or involuntary, a consolidation, merger or reorganization of the Corporation with or into any other corporation or corporations in which the stockholders of the Corporation shall own less than twenty five percent (25%) of the voting securities of the surviving corporation or any transaction or series of related transactions in which in excess of twenty five percent (25%) of the Corporation's voting power is transferred or the sale, transfer or lease of all or substantially all of the assets of the Corporation (a "**Liquidation Event**"), after payment of all amounts owing to holders of any other Equity Securities of the Corporation senior to Series A Convertible Preferred Stock and/or Series B Preferred Stock (the "**Senior Securities**"), the holders of outstanding shares of Series A Convertible Preferred Stock and Series B Preferred Stock will be entitled to receive, out of the assets of the Corporation remaining after all of the Corporation's debts and liabilities have been paid or otherwise provided for, but before any payments have been made to the holders of Common Stock or any other class or series of capital stock of the Corporation ranking junior in preference to the Series A Convertible Preferred Stock, (i) an amount equal to ten percent (10%) of such assets.

ii. **Remaining Liquidating Distributions.** After payment has been made in full to the holders of Preferred Stock of their Series A Convertible Liquidation Preference, all remaining assets of the Corporation available for distribution shall be distributed ratably to the holders of the Common Stock.

4. Conversion of Series A Convertible Preferred Stock.

i. **Upon Payment of Series A Convertible Dividend.** Immediately upon full payment of the Series A Convertible Preferred Dividend, the Series A Convertible Preferred Stock shall automatically convert to Common Stock of the Corporation. The Conversion Rate will be 10% of the issued and outstanding shares of Common Stock of the Company shall be divided pro-rata among the holders of the Series A Convertible Preferred Stock on a per share basis. Upon conversion, all Shares of the Series A Convertible Preferred Stock shall be retired and all rights related thereto extinguished.

ii. **Upon Investment.** In the event that Corporation issues additional shares of Common Stock or a Series of Preferred Stock with a valuation of the Corporation in excess of \$3,000,000, then the Series A Convertible Preferred Stock shall automatically convert to Common Stock of the Corporation immediately prior to the issuance of the additional shares. The Conversion Rate will be 10% of the issued and outstanding shares of Common Stock of the Company shall be divided pro-rata among the holders of the Series A Convertible Preferred Stock on a per share basis. Upon conversion, all Shares of the Series A Convertible Preferred Stock shall be retired and all rights related thereto extinguished.

5. No Reissuance of Series A Convertible Preferred Stock. No share of Series A Convertible Preferred Stock acquired by the Corporation by reason of

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redemption, purchase, or otherwise shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Series A Convertible Preferred Stock accordingly.

6. **No Impairment of Rights.** The Corporation will not, without approval of the all of the holders of Series A Convertible Preferred Stock (the "Series A Convertible Approval"), by amendment of these Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series A Convertible Preferred Stock set forth herein.

7. **Waiver.** Any of the rights of the holders of Series A Convertible Preferred Stock set forth herein may be waived by the affirmative vote or written consent of the holders of all Series A Convertible Preferred Stock then outstanding.

ARTICLE 5: BYLAWS

The bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the Board of Directors.

ARTICLE 6: REGISTERED AGENT AND OFFICE

The name of the registered agent and the address of the registered office of the Corporation is:

Andrew Caiano
1990 Main Street
Suite 750
Sarasota, FL 34236

ARTICLE 7: OFFICERS AND DIRECTORS

The names and addresses of the officers and directors of the Corporation are as follows:


Andrew Caiano - Director and President
14137 Nighthawk Terrace
Lakewood Ranch, FL 34202

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Domenic Colavito - Director and Secretary
1053 East Main Street
Shrub Oak, NY 10588

These Amended and Restated Articles of Incorporation were adopted by the shareholders and directors of the Corporation on July 9, 2018. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has executed these Amended and Restated Articles of Incorporation on this 9th day of July 2018 (the "Execution Date").




Andrew Caiano
As its President

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgment of Registered Agent on the Execution Date.



Andrew Caiano
As its Registered Agent