

Division of Corporations

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Florida Department of State
Division of Corporations
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ASSOCIATES FOR THE ADVANCEMENT OF
MUSCULOSKELETAL IN**

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**ARTICLES of RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
ASSOCIATES FOR THE ADVANCEMENT OF
MUSCULOSKELETAL INNOVATION, INC.
Document Number: P1 7000068512**

Pursuant to the provisions of Section 607.1007, Florida Statutes, Associates for the Advancement of Musculoskeletal Innovation, Inc., a Florida corporation (the "*Corporation*"), adopts the following Articles of Restatement to amend and restate its Articles of Incorporation as follows:

FIRST: The Articles of Restatement of the Articles of Incorporation (the "*Articles of Restatement*") are set forth in EXHIBIT A attached hereto.

SECOND: The Articles of Restatement were adopted by the shareholders of the Corporation. The number of votes cast for the Articles of Restatement by the shareholders was sufficient for approval on June 26, 2019.

THIRD: The Articles of Restatement were adopted by the Board of Directors of the Corporation. The number of votes cast for the Articles of Restatement by the Board of Directors was sufficient for approval on June 26, 2019.

FORTH: The effective date of the Articles of Restatement shall be the date they are filed with the Secretary of State of the State of Florida.

Signed this 02nd day of July, 2019



Kenneth West, as President

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EXHIBIT A

**ARTICLES *of* RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
ORTHONOVIS, INC.
Document Number: P17000068512**

**ARTICLE I
NAME**

The name of the Corporation is OrthoNovis, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 1 Hargrove Grade, Suite 2F, Palm Coast, Florida 32137.

**ARTICLE III
PURPOSE**

The Corporation's purpose shall be for any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

(a) Authorized Shares. The Corporation is authorized to issue Twelve Million Five Hundred Thousand (12,500,000) shares of capital stock. Ten Million (10,000,000) shares shall be designated as Common Stock with no par value per share; Two Million Five Hundred Thousand (2,500,000) shall be designated as Non-Voting Preferred Stock with no par value per share. Of the Ten Million (10,000,000) shares of Common Stock, Two Million Five Hundred Thousand (2,500,000) shares shall be designated as Class A Voting Common Stock and Seven Million Five Hundred Thousand (7,500,000) shares shall be designated as Class B Voting Common Stock. The preferences, limitations and relative rights of each of these classes of shares are as follows:

(i) Dividends.

(1) Non-Voting Preferred Stock. The holders of record of the shares of Non-Voting Preferred Stock shall be entitled to such dividend rights and preferences as may be as authorized by the Board of Directors of the Corporation and granted in any Certificate of Designation filed with the Division of Corporations of the Secretary of State of the State of Florida in the future.

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(2) Common Stock. If any shares of Non-Voting Preferred Stock are issued and outstanding, after the dividends on the Non-Voting Preferred Stock have been paid, the holders of shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation, out of any assets of the Corporation legally available for the payment of dividends, such dividends upon the shares of Common Stock in such amounts and at such times as the Board of Directors may determine, which dividends shall be paid to the holders of the shares of Common Stock ratably, according to their holdings.

(ii) Liquidation, Dissolution or Winding Up.

(1) Non-Voting Preferred Stock. The holders of record of the shares of Non-Voting Preferred Stock shall be entitled to such liquidation preferences authorized by the Board of Directors of the Corporation and granted in any Certificate of Designation filed with the Division of Corporations of the Secretary of State of the State of Florida in the future.

(2) Common Stock. If any shares of Non-Voting Preferred Stock are issued and outstanding, after the payment or setting apart for payment to the holders of the shares of Non-Voting Preferred Stock of the full preferential amounts to which such holders are respectively entitled, all of the remaining assets of the Corporation upon voluntary or involuntary liquidation, dissolution or winding up, shall belong to and be distributable to the holders of the shares of Common Stock, ratably, according to their holdings.

(3) Effect of Voluntary Sales, Leases or Reorganizations. The voluntary sale, lease, exchange, transfer or license (for cash, shares of stock, securities, or other consideration) of all or substantially all of the Corporation's property or assets to, or a consolidation or merger of the Corporation with or into, one or more other corporations (including sales or other transfers to third parties in the ordinary course of business) shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(iii) Voting Rights.

(1) Common Stock. Each holder of Common Stock of the Corporation shall be entitled to vote as follows in respect of each share held. The exclusive voting power with respect to the Corporation shall be vested in the holders of the Common Stock. At all meetings of Common Stock shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(A) Class A Voting Stock. Each holder of Class A Voting Common Stock in the Corporation shall have ten (10) votes in respect of each share issued to such holder.

(B) Class B Voting Stock. Each holder of Class B Voting Common Stock in the Corporation shall have one (1) vote in respect of each share issued to such holder.

(2) Non-Voting Preferred Stock. Except as otherwise expressly provided by law, in the Articles of Incorporation, or in any Certificate of Designation filed with the Division of Corporations of the Secretary of State of the State of Florida, the holders of Non-

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Voting Preferred Stock shall have no voting rights and shall not be entitle to notice of meetings of the shareholders.

(3) Quorum. At all meetings of shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE V REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are Kenneth West, 1 Hargrove Grade, Suite 2F, Palm Coast, Florida 32137.

ARTICLE VII DIRECTORS

(a) Number. The Corporation shall have two (2) directors. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the members of the Board of Directors of the Corporation are:

Kenneth West
Kyle Firth

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII OFFICERS

The name and address of the officers of the Corporation are:

Kenneth West
President and Treasurer
1 Hargrove Grade, Suite 2F
Palm Coast, Florida 32137

Kyle Firth
Vice President and Secretary
1 Hargrove Grade, Suite 2F
Palm Coast, Florida 32137

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**ARTICLE IX
AMENDED AND RESTATED BYLAWS**

The Amended and Restated Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
DURATION**

The Corporation shall exist perpetually. The Corporation's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Corporation's existence shall commence upon filing by the Department of State.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, OrthoNovis, Inc., a Florida corporation (the "*Corporation*"), submits the following statement in designating the registered office/registered agent of the Corporation in the State of Florida:

1. The name of the Corporation is OrthoNovis, Inc.
2. The name and address of the registered agent and office are Kenneth West, 1 Hargrove Grade, Suite 2F, Palm Coast, Florida 32137.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Business Corporation Act.

DATED: This 20th day of July, 2019.


Kenneth West, as Registered Agent