

P17000084706

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

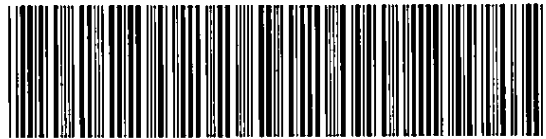
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500313304395

05/14/19--01039--019 \*\*52.50

SECRET  
FALLMIASSSENT LOR-BA

2018 MAY 14 P 06:06

FILED

MAY 17 2013

T. LEVIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** ONENESS THERAPEUTIC CENTER, CORP

**DOCUMENT NUMBER:** P17000084706

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

Please return all correspondence concerning this matter to the following:

FRANCES REYES

Name of Contact Person

ONENESS THERAPEUTIC CENTER, CORP

Firm/ Company

10030 SW 13 TERRACE

Address

MIAMI, FL 33174

City/ State and Zip Code

ONENESSTHERAPEUTIC@YAHOO.COM

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

For further information concerning this matter, please call:

FRANCES REYES at ( 786 ) 760-7197  
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 type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

ONENESS THERAPEUTIC CENTER, CORP

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

P17000084706

(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**)

10030 SW 13 TERRACE

MIAMI, FL 33174

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

(Mailing address **MAY BE A POST OFFICE BOX**)

10030 SW 13 TERRACE

MIAMI FL 33174

**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

FRANCES REYES

10030 SW 13 TERRACE

(Florida street address)

New Registered Office Address:

MIAMI

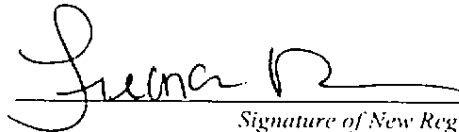
(City)

Florida 33174

(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 this position.



Signature of New Registered Agent, if changing

2018 MAY 14 PM 4:05  
FILED  
TALLAHASSEE, FLORIDA

FILED

**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:**

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>V</u>	<u>FRANCES REYES</u>	<u>10030 SW 13 TERRACE</u>
<input checked="" type="checkbox"/> Add			<u>MIAMI, FL 33174</u>
<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)

**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)

The distribution of shares is now as follows:

Shareholder #1 holds [50%] of shares. President

Shareholder #2 holds [50%] of shares. Vice-president

SEE ATTACHED SHAREHOLDER AGREEMENT

The date of each amendment(s) adoption: 04/17/18, if other than the date this document was signed.

Effective date if applicable: 04/17/18  
*(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 04/17/17

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)

NIURKA SOTOLONGO

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

PRESIDENT

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

## **SHAREHOLDER AGREEMENT**

[State of Florida]

**Effective Date:** 04/17/18

**First Shareholder:** Niurka Sotolongo

**Located at:** 2867 W 75 Ter Hialeah, FL 33018

**Phone Number:** 954-624-6016

**Second Shareholder:** Frances Reyes-Caballero

**Located at:** 10030 SW 13 Terr Miami, FL 33174

**Phone Number:** 786-760-7197

&

**Corporation:** ONENESS THERAPEUTIC CENTER, CORP

**Organized:** Miami-Dade Florida

**Located at:** 10030 SW 13 Terr Miami, FL 33174

**The distribution of shares is now as follows:**

Shareholder #1 holds [50%] of shares. President

Shareholder #2 holds [50%] of shares. Vice-president

As common stock shareholders of **ONENESS THERAPEUTIC CENTER, CORP** the above listed shareholders agree to the following terms and conditions:

**The shareholders** hereby agree that each respective shareholder has purchased their respective shares for investment purposes only with no future intention of reselling their shares. Also, there is mutual agreement and understanding that the shareholders will not donate, pledge, give, sell or otherwise assign or transfer their shares except as per this Shareholders Agreement.

**The Shareholder** may sell, give or transfer their respective shares to the Company as is mutually agreed upon by the Board of Directors and the Shareholder.

**If a Shareholder** does receive a valid offer to purchase shares they must first inform the company and all other Shareholders in writing of the intent to sell and include the number of shares, the purchase price and the full name of the purchaser. When an offer to purchase has been received by a Shareholder, the Corporation has the first right to purchase the shares being sold at the offering price. This intent to purchase must be presented to the Shareholder in writing within 60 business days following the Shareholder notifying the Corporation with intent to sell. The Corporation must complete the purchase transaction within 60 business days after submitting the proposed purchase plan.

**The Shareholder** hereby agrees to deliver the Company Shares to the company on the agreed upon date and completely free of any encumbrances or liens and all doc stamps and taxes due shall be paid by the selling Shareholder.

Should the company decide not to purchase the share that are up for sale then the right to purchase the shares shall go to the existing Shareholders. The current Shareholders, as listed above, must in writing deliver their intent to purchase to the offering Shareholder. The completion of the purchase will occur within 60 business days following the written notice of intent to purchase is delivered to the offering Shareholder.

**The Shareholder** hereby agrees to deliver the shares to the existing Shareholders on the agreed upon date completely free of an encumbrances or liens.

**The Shareholders** may during their respective lifetimes transfer their shares to a spouse or direct descendant providing that this transfer is also agreed to by the Board of Directors of this Company. As a director of the Company the transferee must also agree in writing to vote as a Shareholder. The transferee will also agree to all the terms and conditions of this Shareholder Agreement.

With the exception of Excluded Securities, the Company hereby agrees to not sell any shares without first offering this stock to all the existing Shareholders. Notice of intent to accept and purchase Excluded Shares must be presented to the Company within 60 days after the intent to sell the shares is presented to the Shareholders by the Company. The sale must then take place within 60 days after the intent to purchase has been delivered to the Company. If the Shareholders decline to purchase the offered shares then the shares may be sold to a buyer at the agreed upon price as presented to the Shareholders.

If a Manager Shareholder end employment with the Company for any reason, then within 60 days of termination the Shareholder must offer to sell all shares to the Company in writing. If the Company refuses to purchase the shares the offer shall then be made to the existing Shareholders.

**Each Shareholder** may self nominate for Directorship or elect a nominee for the position at every Board of Directors election.



**Applicable Law**

This contract shall be governed by the laws of the State of Florida in Miami Dade County and any applicable Federal Law.



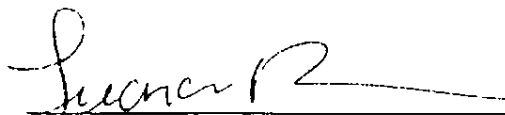
Signature of the First Shareholder

04/17/18

Date

Niurka Soldongo - President

Print Name and Title



Signature of the Second Shareholder

04/17/18

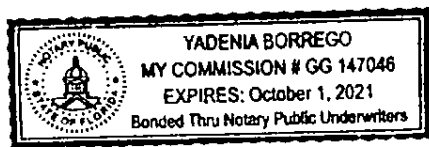
Date

Frances Reyes vice-president

Print Name and Title

The foregoing instrument was acknowledged before me this 17 day of April, 2018, by Frances Reyes and

Personally Known OR Produced Identification \_\_\_\_\_  
Type of Identification Produced



(NOTARY SEAL)



Signature of Notary Public-State of Florida

Yadenia Borrego

Name of Notary Typed, Printed, or Stamped