

PN000101282

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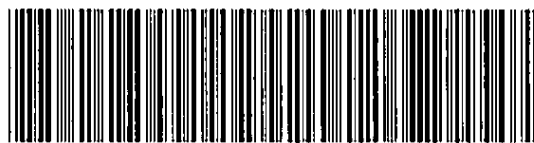
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PEGASUS MEDICAL CONCEPTS, INC.

Signature _____

Requested by: SETH

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEGASUS MEDICAL CONCEPTS, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Pegasus Medical Concepts, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Certificate of Conversion for Other Business Entity into a Florida Corporation, of the Corporation, was filed with the Secretary of State of Florida on December 27, 2017, Document No. P17000101282.

SECOND: Amended and Restated Articles of Incorporation of the Corporation were adopted by the Board of Directors and the Shareholders of the Corporation pursuant to sections 607.1003, 607.0821 and 607.0704 of the Florida Business Corporation Act on January 25, 2021. The number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation is hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation as amended to date.

**ARTICLE I
NAME**

The name of the Corporation is **PEGASUS MEDICAL CONCEPTS, INC.**

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESSES**

The principal office and mailing address of the Corporation is: 905 Rose Street, Lakeland, FL 33801.

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000 shares of Common Stock with no par value. All of the issued and outstanding shares of Common Stock, together, shall have unlimited voting rights, and shall be entitled to receive the net assets of the Corporation upon dissolution.

Each issued and outstanding share of Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting or written consent of the shareholders;

The Corporation elects to have preemptive rights in accordance with Section 607.0630(2) of the Florida Business Corporations Act.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office in the State of Florida is 5011 South State Road 7, Suite 106, Davie, FL 33314. The name of the Corporation's registered agent at that office is V-Corp Services LLC.

**ARTICLE VII
BOARD OF DIRECTORS**

The number of Directors of the Corporation shall be not less than five (5) nor more than twelve (12). The names and addresses of the Board of Directors who, subject to the Bylaws of the Corporation and the laws of Florida, shall hold office until the next annual meeting of the Shareholders of the Corporation or until their successors are elected and have been duly qualified, are:

Name:	Address:
Oren Mendelson	905 Rose Street, Lakeland, FL 33801
Mitch Gerber	905 Rose Street, Lakeland, FL 33801
Yuval Kaddar	905 Rose Street, Lakeland, FL 33801
Ran Ben-Or	905 Rose Street, Lakeland, FL 33801
Yehuda Ben-Haim	905 Rose Street, Lakeland, FL 33801

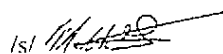
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ARTICLE VIII

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the Florida Business Corporations Act and any other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, limited liability company, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 2nd day of Feb 2021.

/s/ 

Mitch Gerber, President

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**STATEMENT OF CHANGE OF A REGISTERED AGENT
AND
CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

FIRST: the name of the Corporation is: **PEGASUS MEDICAL CONCEPTS, INC.**

SECOND: the name of the previous registered agent of the Corporation is: Incorp Services , Inc. and its office address is at 17888 67th Court North, Loxahatchee, FL 33470

THIRD: the name of the new registered agent of the Corporation is: Vcorp Services, I.I.C. and its office address is at 5011 South State Road 7, Suite 106, Davie, FL 33314.

Pursuant to the provisions of Section 607.0501(3) of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **PEGASUS MEDICAL CONCEPTS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation.

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22 day of February 2021.

/s/  _____

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