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TALLAHASSEE, FL

SEP 10 2019
C. KIRK



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 22, 2019

TROY GROGAN
5480 N OCEAN DR BLDG B1D
SINGER ISLAND, FL 33404

SUBJECT: MEDICAL PRACTICE INCOME, INC.
Ref. Number: P19000018048

We have received your document for MEDICAL PRACTICE INCOME, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

Please check only one of the amendment of adoption box's.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Catherine M Wood
Regulatory Specialist II

Letter Number: 219A00017379

AUGUST 30, 2019

I HAVE AMENDED THE DOCUMENT.

Troy Grogan.

2019 SEP -9 PM 2:21

RECEIVED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MEDICAL PRACTICE INCOME, INC.

DOCUMENT NUMBER: P19000018048

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

Please return all correspondence concerning this matter to the following:

TROY GROGAN

Name of Contact Person

MEDICAL PRACTICE INCOME, INC.

Firm/ Company

5480 N OCEAN DR BUILDING B1D

Address

SINGER ISLAND FLORIDA 33404

City/ State and Zip Code

TROY.GROGAN@GMAIL.COM

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

For further information concerning this matter, please call:

TROY GROGAN at (310) 6586937
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICAL PRACTICE INCOME, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of **Medical Practice Income, Inc.**, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), whose Articles of Incorporation were originally filed with the Florida Department of State on February 25, 2019, are hereby amended and restated in their entirety. On May 31, 2019, the Amended and Restated Articles of Incorporation were duly adopted by the Corporation's board of director and approved by the shareholder of the Corporation holding a sufficient number of votes to approve the same, as follows:

ARTICLE I
NAME

The name of the corporation is Medical Practice Income, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the Corporation is 902 Northpoint Parkway, Suite 302 West Palm Beach Florida 33407 and the mailing address of the Corporation is 5480 N Ocean Dr B1D Singer Island Florida 33404.

ARTICLE III
CORPORATE PURPOSE

This Corporation is organized for the purpose of marketing products and services, and transacting any and all other lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The total number of shares which this corporation is authorized to issue is One Hundred Million (100,000,000), consisting of two classes of shares to be designated, respectively, "Class A Common Stock," and "Class B Common Stock" (collectively the Class A Common Stock and the Class B Common Stock are referred to herein as the "Common Stock"), \$0.0001 par value per share (the "Common Stock").

Common Stock

Section 1. General. The voting, dividend and liquidation rights of the holders of the Class A Common Stock and the Class B Common Stock are as follows:

Section 2. Voting Rights.

(i) Except as otherwise expressly provided in these Articles or required by law each holder of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held

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as of the applicable record date on any matter that is submitted to a vote of the shareholders of this corporation (including, without limitation, any matter voted on at a shareholders' meeting), and

(ii) Except as otherwise expressly provided in these Articles or required by law, each holder of Class B Common Stock shall not be entitled to vote on any matter that is submitted to a vote of the shareholders of the corporation (including, without limitation, any matter voted on at a shareholders' meeting).

Section 3. Equal Status. Except as otherwise expressly provided in these Articles or required by applicable law, shares of Class A Common Stock and shares of Class B Common Stock shall rank equally, share ratably and be identical in all respects as to all matters other than Voting Rights as specified in Section 2 (ii). Without limiting the generality of the foregoing sentence, in connection with a Change of Control Transaction, shares of Class A Common Stock and Class B Common Stock shall be treated equally, identically and ratably, on a per share basis, with respect to any consideration into which such shares are converted or any consideration paid or otherwise distributed in respect of such shares to shareholders of this corporation, unless different treatment of the shares of each such class is approved by the affirmative vote of the holders of a majority of the outstanding shares of Class A Common Stock.

Section 4. Conversion of Class B Common Stock.

(i) Automatic Conversion. Each share of Class B Common Stock shall automatically, without any further action, convert into one fully paid and nonassessable share of Class A Common Stock upon a Transfer of such share.

Section 5. Dividends. Subject to and qualified by the rights of the holders of the Common Stock, if any, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Director may determine in its sole discretion.

Section 6. Liquidation. Subject to and qualified by the rights of the holders of the Common Stock, if any, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to the remaining assets of the Corporation available for distribution.

ARTICLE V **INITIAL OFFICERS AND DIRECTORS**

Troy James Grogan are the initial officer of the Company and shall hold the office as President of the Company. Troy James Grogan is the sole director of the Company.

ARTICLE VI **BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Director, and the shareholder of the Corporation, but the Board of Director may not alter, amend or repeal any By-Laws adopted by the shareholder of the Corporation if the shareholder provide that the By-Laws shall not be altered, amended or repealed by the Board of Director.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 5480 N Ocean Dr B1D Singer Island Florida 33404. The name of the Corporation's registered agent at that office is Troy Grogan.

ARTICLE VIII
LIMITATION OF LIABILITY

To the fullest extent permitted under the FBCA and other applicable law, no director of the Corporation shall be personally liable to the Corporation or any of its shareholders or any other person for monetary damages for or relating to any statement, vote, decision or failure to act, regarding corporate management or policy or any other matter relating to the Corporation, by a director, unless the breach or failure to perform his or her duties as a director satisfies the standards set forth in Section 607.0831 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. To the fullest extent permitted under the FBCA and other applicable law, a director of the Corporation shall not be or held liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with Section 607.0830 of the FBCA (or a successor provision of such law) as the same exists or may hereafter be amended. If the FBCA is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the FBCA, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by the President of the Corporation on May 31, 2019, and affirm that the statements made herein are true under the penalties of perjury.

MEDICAL PRACTICE INCOME, INC.

By: _____

Troy James Grogan, President.

MAY 31, 2019

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

MAY 31, 2019

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.

Action 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.

MAY 31, 2019

Dated _____

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)

TROY GROGAN

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)