

P19000074489

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

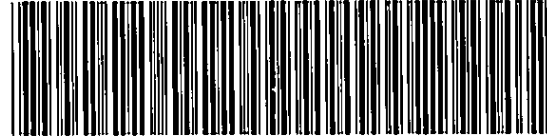
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



100340381991

02/10/20--01023--012 **35.00

FILED

2020 FEB 10 AM 7:06

JALLANASSEE, LINDA

MAR 06 2020

S. YOUNG

**ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
CTMD RESEARCH INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, CTMD RESEARCH INC., a corporation organized and existing under the laws of Florida, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following Restated Articles of Incorporation.

ARTICLE I
Name

The name of the corporation shall be **CTMD RESEARCH INC.** (the "Corporation"). The mailing address and the street address of the Corporation's initial principal office shall be 2328 South Congress Avenue, Suite 1E, Palm Springs, Florida 33406.

ARTICLE II
Purpose and Powers

The Corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as such laws may be amended from time to time. The Corporation shall have and exercise any and all power that corporations have and may exercise under the laws of the state of Florida, specifically including the provisions of Section 607.0302, Florida Statutes, as amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation or By-Laws.

FILED
2020 FEB 10 AM 10:06
TALLAHASSEE

ARTICLE III
Authorized Shares

A. The total number of shares of stock that the Corporation is authorized to issue and have outstanding at any given time is 1000 shares of common stock. Such shares shall be all of the same class. No preferences, qualifications, limitations, restrictions (except transfer restrictions applicable to all shares), or special rights, other than those provided by law, shall exist with respect to any of the shares of the Corporation or any of the holders of such shares.

B. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than the permitted numbers of shareholders allowed under 26 U.S.C.A. §1361 (or its successor section) for those corporations qualifying as a small business corporation (Subchapter S-Corporation). The Corporation may not issue any shares of stock to any shareholder which is not qualified to hold such shares in a corporation qualifying as a small business corporation (Subchapter S-Corporation) under 26 U.S.C.A. §1361.

C. At any time and from time to time when authorized by resolution of the board of directors and with the approval of its stockholders holding a majority of the outstanding shares of common stock, the Corporation may issue or sell any shares of its capital stock, whether out of the unissued shares authorized by the Articles of Incorporation of the Corporation as originally filed

or by any amendment of the articles, or out of shares of its stock acquired after the issue. The Corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the Corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract. In the absence of actual fraud in the transaction, the determination of the directors of the Corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive. All stock, when issued, shall be fully paid, and non-assessable.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

Annual Distribution Related to S-Corporation Status

At least annually, following the close of each fiscal year, the Corporation shall distribute to the shareholders, pro rata as their interests may appear, an amount in cash equal to that certain percent of the sum of (i) the net ordinary income or loss plus (ii) the net capital gain or loss recognized by the Corporation during the preceding fiscal year, as shall be determined by two-thirds (2/3rds) of the holders of the issued and outstanding shares of the

Corporation. These distributions shall be made only on or before March 15 of the year following the fiscal year for which the distributions are being made. The Corporation may make interim distributions on the basis of the estimated income to be recognized by the Corporation during the fiscal year at any time or times during the fiscal year as the shareholders holding a majority of the issued and outstanding shares shall agree to be appropriate. All of the distributions to shareholders shall be made only out of the income and surplus legally available and to the extent otherwise permitted by law.

ARTICLE V
Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE VI
Incorporator

The name and address of the incorporator is:

Luis Carlos Castillo Hernandez (a/k/a Luis Castillo)
2328 South Congress Avenue, Suite 1E
Palm Springs, Florida 33406

ARTICLE VII
Initial Registered Office

The street address of the Corporation's registered office and name of its registered agent at such address is as follows:

Jaime L. Parlade
5975 Sunset Drive, Suite 802
Miami, Florida 33143

ARTICLE VIII
Amendments

These Articles of Incorporation may be amended by resolution of the Board of Directors, who shall recommend the proposed amendment or amendments to the shareholders and which shall be approved by the holders of a majority of the shares outstanding at a regular or special meeting of shareholders or by written consent thereof.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Restatement on January 17, 2020.



ROSSMERI MONTALVO, President

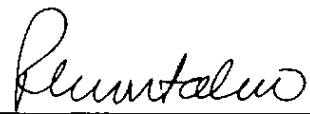
CERTIFICATE

I, Rossmeri Montalvo, do hereby certify that I am the President of CTMD RESEARCH INC., a Corporation organized and existing under the laws of the state of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is CTMD RESEARCH INC.

SECOND: The forgoing Articles of Restatement do not contain amendments to the Articles of Incorporation requiring shareholder approval.

IN WITNESS WHEREOF, I have subscribed my name as the President of the Corporation this 17th day of January, 2020.



Rossmeri Montalvo, President
CTMD RESEARCH INC.

**THE LAW OFFICES OF
ROBERT J. LONGCHAMPS, PLLC**

- ATTORNEY AT LAW -

ESTATE PLANNING - PROBATE & TRUST ADMINISTRATION - REAL ESTATE

February 6, 2020

VIA USPS PRIORITY MAIL

Department of State
Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

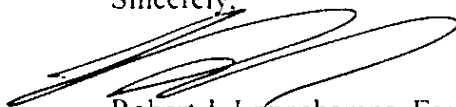
Re: CTMD Research, Inc.
Articles of Restatement - Document No. P19000074489

Dear Sir or Madam:

Please find enclosed one (1) original and two (2) copies of the Articles of Restatement of the Articles of Incorporation for the above referenced corporation, and check number 2677 in the amount of **\$35.00** made payable to the Florida Department of State for the filing fee related thereto. Please return a certified copy of the Articles of Restatement to me in the prepaid envelope provided.

If you have any questions, or require any additional information, please do not hesitate to contact me.

Sincerely,



Robert J. Longchamps, Esq.

RJL/

Enclosures

cc: client

4440 PGA Boulevard, Suite 600 • Palm Beach Gardens, Florida 33410

Office: (561) 623-5350 • Fax: (561) 472-8401

www.longchampslaw.com