

P20000055932

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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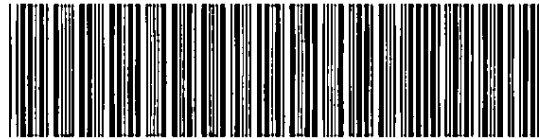
(Business Entity Name)

(Document Number)

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Amend

05/12/21--01011--011 **43.75

2021 MAY 12 PM 12:40

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JUN 28 2021
A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: VALUE-BASED RCM, INC.

DOCUMENT NUMBER: P20000055932

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

Please return all correspondence concerning this matter to the following:

Aaron D. Evans
Name of Contact Person
Sorling Northrup
Firm/ Company
1 N. Old State Capitol Plaza, Suite 200, PO Box 5131
Address
Springfield, IL 62705
City/ State and Zip Code
adevans@sorlinglaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Aaron D. Evans at (217) 544-1144
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 &
Certificate of Status | <input checked="" 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

VALUE-BASED RCM, INC.

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

P20000055932

(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:

N/A

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)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

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

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(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 the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

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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:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<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)

See Attachment.

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)

N/A

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

Effective date if applicable: N/A
(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 incorporators, or board of directors without shareholder action and shareholder action was not required.

☐ 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)"

Dated 4/8/21

Signature [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)

David Worachek

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VALUE-BASED RCM, INC.
(A Florida Corporation)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

**ARTICLE IV
SHARES**

The aggregate number of shares of stock that the corporation shall have authority to issue is 1,000,000 shares, consisting of: (a) 800,000 shares of Class A Common Stock, no par value ("Class A Common"), and (b) 200,000 shares of Class A Preferred Stock, par value \$20.00 per share ("Class A Preferred"). The Class A Common and Class A Preferred shall be identical in all respects and for all purposes, except as follows:

A. Dividends. During any fiscal year of the corporation, no dividends or other distributions on shares of Class A Common shall be set aside or paid until the corporation has declared and paid a dividend on each outstanding share of Class A Preferred of \$2.40 (the "Preferential Dividend"). The right to receive the Preferential Dividend on each share of Class A Preferred shall be cumulative without interest on such share commencing with the date of its issuance.

B. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the corporation, the holders of Class A Preferred then outstanding shall be paid, out of the assets of the corporation available for distribution to its shareholders, \$20.00 per share plus an amount equal to all accrued and unpaid dividends thereon, without interest, and no more (the "Preferential Liquidation Amount"), before any amount shall be paid or any assets of the corporation shall be distributed among the holders of Class A Common. If the assets of the corporation available for distribution to its shareholders shall be insufficient to permit such payment in full to the holders of Class A Preferred, then the entire assets of the corporation available for distribution to its shareholders shall be distributed ratably among the holders of the Class A Preferred. Thereafter, the remaining assets of the corporation available for distribution to its shareholders shall be distributed among and paid to the holders of Class A Preferred and Class A Common in equal amounts per share and without any distinction as to class.

C. Deemed Liquidation. A consolidation or merger of the corporation with or into any other corporation in which the stockholders of the corporation immediately prior to the consolidation or merger do not own more than fifty percent (50%) of the outstanding voting power of the surviving corporation, and a sale of all or substantially all of the assets of the corporation, shall each be regarded as a liquidation, dissolution or winding up of the corporation with the meaning of Paragraph B (a "Deemed Liquidation"). The corporation shall not have the power to effect a Deemed Liquidation unless, (i) in the case of a Deemed Liquidation structured as a merger, consolidation, or similar reorganization, the corporation causes the definitive

agreement relating to such transaction to provide for the payment of the Preferential Liquidation Amount to the holders of Class A Preferred, or (ii) in the case of a Deemed Liquidation structured as an asset sale, as promptly as practicable following such transaction, the corporation dissolves and distributes the assets of the corporation in accordance with Paragraph B.