

11/12/2015

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PHYSIO-MED PHYSICAL THERAPY, INC.**

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
PHYSIO-MED PHYSICAL THERAPY, INC.  
A FLORIDA CORPORATION  
Document Number: P97000078693

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The date of filing of the Articles of Incorporation was August 30, 1995.

**SECOND:** All of the directors of the Corporation approved a resolution amending Article IV of the Articles of Incorporation by written consent dated the 21<sup>st</sup> day of October, 2015, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article IV of the Articles of Incorporation by written consent dated the 21<sup>st</sup> day of October, 2015, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article IV of the Articles of Incorporation:

**"RESOLVED**, that Article IV of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

**ARTICLE IV – CAPITAL STOCK**

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is Fifty Thousand (50,000) shares of common capital stock having no par value."

**THIRD:** The effective date of these Articles of Amendment shall be the date of filing with the Florida Department of State.

**FOURTH:** The remainder of the Articles of Incorporation shall remain unchanged and in full force and effect.

Executed this 31<sup>st</sup> day of October, 2015.

  
Pieter Tepaske, President

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**JOINT WRITTEN CONSENT  
OF THE SHAREHOLDERS AND DIRECTORS  
OF PHYSIO-MED PHYSICAL THERAPY, INC.  
TO ACTION IN LIEU OF A JOINT MEETING  
OF THE SHAREHOLDERS AND BOARD OF DIRECTORS OF PHYSIO-MED, INC.  
PURSUANT TO SECTIONS 607.0704 and 607.0821 OF THE FLORIDA STATUTES**

The undersigned, being all of the Directors and Shareholders of Physio-Med Physical Therapy, Inc. "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by joint written consent in lieu of a joint meeting of the Shareholders the Board of Directors of the Corporation pursuant to Sections 607.0704 and 607.0821 (respectively) of the Florida Statutes:

1. RESOLVED, that the Shareholders and the Board of Directors of the Corporation hereby adopt and approve those certain Articles of Amendment to the Articles of Incorporation of the Corporation, authorizing the increase of the number of shares of the Corporation's voting common stock from Ten Thousand (10,000) shares to Fifty Thousand (50,000) shares (the "Articles of Amendment"), substantially in the form attached as Exhibit "A" hereto; and
2. FURTHER RESOLVED, that the Shareholders and the Board of Directors of Corporation hereby adopt and approve those certain Amended and Restated Bylaws of the Corporation (the "Bylaws"), substantially in the form attached as Exhibit "B" hereto; and
3. FURTHER RESOLVED, that the ten (10) original share certificates numbered 001 through 010, purportedly and in error issued by Harold Zwart to Ewald Fransbergen ("Fransbergen"), are hereby canceled and surrendered to the Corporation; and
4. FURTHER RESOLVED, that the ten (10) original blank share certificates numbered 011 though 020, signed by Howard Zwart and noted as each evidencing 500 shares (but otherwise blank), are hereby designated as "void" and shall not be issued; and
5. FURTHER RESOLVED that, upon the filing of the Articles of Amendment, the Corporation shall create (or cause the creation of) new original, unnumbered blank share certificates, reflecting that the Corporation is authorized to issue fifty thousand (50,000) shares of voting common stock; and
6. FURTHER RESOLVED, that, upon the filing of the Articles of Amendment, the Corporation is hereby authorized to issue an original

*Handwritten signature: RIV / EF*

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share certificate number 1 to Pieter Tepaske ("Tepaske"), formally evidencing Tepaske's ownership of Eight Thousand Six Hundred (8,600) shares of the Corporation's issued and outstanding voting common stock; and

7. FURTHER RESOLVED that, upon the filing of the Articles of Amendment, the Corporation is hereby authorized to issue an original share certificate (certificate number 2) to formally evidence Fransbergen's ownership of Two Thousand Five Hundred (2,500) shares of the Corporation's issued and outstanding voting common stock; and

8. FURTHER RESOLVED, that the proper officers of the Corporation are hereby empowered, authorized and directed to execute and deliver (i) original share certificate number 1 to Tepaske and (ii) subject to the conditions set forth in paragraph 7 above, original share certificate number 2 to Fransbergen, to effect the intent and purpose of the foregoing resolutions, and further resolved that upon issuance of the certificates representing those shares, those shares shall be validly issued, fully paid, and nonassessable; and

9. FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to certify the Bylaws for and on behalf of the Corporation, the original of which is to be filed in the minute book and made a part thereof, and

10. FURTHER RESOLVED, that Pieter Tepaske, as President of the Corporation is hereby authorized and directed to cause the Corporation to execute and deliver the Articles and make any filings as he may deem appropriate, desirable, necessary or required to effect the intent and purpose of the amendments as set forth therein.

Dated the 21 day of October, 2015

  
Pieter Tepaske, Shareholder and Director

  
Ewald Fransbergen, Shareholder and Director

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