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Amend 5-19-09

## MICHAEL A. SIEFERT, P.A.

### ATTORNEY AT LAW 351 NE EIGHTH AVENUE OCALA, FLORIDA 34470

TELEPHONE: (352)732-0141 TELEFAX: (352)732-4295

May 12, 2009

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

IN RE: Grandma's Country Pharmacy, Inc.

Dear Sir,

Please find enclosed the Articles of Amendment to Articles of Incorporation of Grandma's Country Pharmacy and the filing fee of \$35.00.

Sincerely,

If you have any questions, please do not hesitate to contact my office.

Michael A. Siefert, Esquire

# ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

#### GRANDMA'S COUNTRY PHARMACY, INC.

The Art of the Control of the Contro We the undersigned, being the President, Secretary and all shareholders of GRANDM COUNTRY PHARMACY, a Florida corporation, hereby certify and manifest our intention that the following Amendment to the Articles of Incorporation be adopted on this 12th day of May. 2009.

#### **AMENDMENT**

The present name of the Corporation is GRANDMA'S COUNTRY PHARMACY. The Articles of Incorporation of the Corporation are hereby amended in their entirety to read as follows:

#### ARTICLE I. NAME

- 1. The name of the Corporation is GRANDMA'S COUNTRY PHARMACY, INC.
- 2. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including but not limited to retail pharmacy.
- 3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.
- 4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
- 5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: Michael A. Siefert, 351 NE Eighth Avenue, Ocala, Florida, 34470, who by signature herein is accepting designation as Resident Agent.
- 6. The sole stockholder to date is as follows:

#### MARIANNE E. GLORIUS

1000 shares

Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independent appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article. No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

7. The initial offices and officers shall be as follows:

MARIANNE E. GLORIUS DEBORAH L. MORIN President Secretary-Treasurer

- 8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.
- 9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
- 10. The name and principal street address of the person signing these Amended Articles of Incorporation as the sole stockholder is: MARIANNE E. GLORIUS, 4301 SE Eighth Street, Ocala, Florida, 34471.
- 11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
- 12. The principal place of business shall be 11386 E. Highway 316, Fort McCoy, Florida, 32134.
- 13. Only the President, acting in her sole capacity, has the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as sole stockholder, has executed the foregoing Articles of Amendment to Articles of Incorporation on this \_/2\_ day of May, 2009.

MARIANNE E. GLORIUS, Sole Stockholder