

P99000090597

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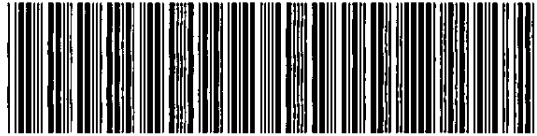
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Noventis, Inc.

DOCUMENT NUMBER: P99000090597

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

Please return all correspondence concerning this matter to the following:

Michael A. Volk

Name of Contact Person

Noventis, Inc.

Firm/ Company

15049 Bottlebrush Run

Address

Broomfield, CO 80023

City/ State and Zip Code

michaelavolk@yahoo.com

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

For further information concerning this matter, please call:

Michael A. Volk

Name of Contact Person

at ( 303 ) 669-1336

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☒ \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 3, 2009

MICHAEL A. VOLK  
15049 BOTTLEBRUSH RUN  
BROOMFIELD, CO 80023

SUBJECT: NOVENTIS, INC.  
Ref. Number: P99000090597

We have received your document for NOVENTIS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 245-6916.

Carol Mustain  
Regulatory Specialist II

Letter Number: 809A00029538

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**REVEN PHARMACEUTICALS, INC.**

**WHEREAS**, the undersigned has formed a corporation pursuant to the Florida Business Corporation Act, F. S. Chapter 607.0202, originally filed under the name of Advanced Diagnostics International, Inc. October 14, 1999, No. P99000090597, and the name of the corporation was changed to Novartis, Inc. on January 24, 2001; and,

**WHEREAS**, the Corporation has decided to change its name to Reven Pharmaceuticals, Inc.; and,

**WHEREAS**, the Corporation has decided to adjust its capitalization to permit up to 150,000,000 authorized shares of Common Stock; and,

**WHEREAS**, the Corporation desires to amend its Articles of Incorporation to allow for the issuance of Warrants and Stock Options;

**NOW THEREFORE**, the Corporation hereby makes acknowledgement of and files the following Restated Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be Reven Pharmaceuticals, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II**

**COMMENCEMENT OF EXISTENCE**

Corporate existence commenced upon the filing of the originally filed articles of Incorporation by the Secretary of the State of Florida filed October 14, 1999. The corporation shall have perpetual duration.

**ARTICLE III**

## **PURPOSES AND POWERS**

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as it is amended from time to time after the formation of the Corporation.

Section 2. The corporation shall have all the powers set forth in the Florida Business Corporation Act, as in effect from time to time, and including but not limited to the following powers:

- (a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition company.
- (b) To act as broker, agent or factor for any person, firm or corporation.
- (c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain, and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.
- (d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds,

security or other indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

- (f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.
- (g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.
- (h) To include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.
- (i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings or directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

- (j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

#### **ARTICLE IV**

##### **SHARES**

The Corporation is authorized to issue Capital Stock of one hundred fifty million (150,000,000) shares of common voting stock having a par value of one hundredth of a cent (\$.0001) per share. The company may issue warrants and options at the discretion of the Board of Directors. Options and warrants, if issued will be done so and exercised according to an option plan approved by the Board of Directors.

#### **ARTICLE V**

##### **NO PREEMPTIVE RIGHTS**

No holder of shares of the Capital Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds, or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

## **ARTICLE VI**

### **INDEMNIFICATION**

The Corporation shall have the power and authority to indemnify any officer, director, agent or employee of the Corporation, or any former officer, director, agent or employee of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by applicable law, in accordance with the Corporation's by-laws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as it is amended from time to time after the formation of the Corporation.

## **ARTICLE VII**

### **INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT**

The address of the principal office of the Corporation is 3570 Juniper Hill Road, Snowmass Village, Colorado 81615 and the mailing address of the Corporation is 15049 Bottlebrush Run, Broomfield, Colorado 80023. The street address of the initial registered office of this Corporation shall remain: 5860 Midnight Pass, Suite 26, Sarasota, Florida 34242 and the name of the initial Registered Agent of this Corporation at that address shall remain Virginia M. Lange.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the by-laws, however there shall never be less than one (1). The name and address of the initial Director of this Corporation is: Janet R. Lange at 5860 Midnight Pass, Suite 26, Sarasota, Florida 34242.

## **ARTICLE IX**

## **INCORPORATOR**

The name and address of the Incorporator of this Corporation is Janet Rucker at 5860 Midnight Pass, Suite 26, Sarasota, Florida 34242.

## **ARTICLE X**

### **AMENDMENT**

Unless otherwise set for the herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to restate, amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

## **ARTICLE XI**

### **PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION**

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit, and regulate the powers of the Corporation, the Directors, and the Shareholders, provision is made as follows:

- (a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration of which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.
- (b) Meetings of the Incorporator, of the Shareholders, and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.
- (c) All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law.
- (d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of the Corporation's funds and in its discretion the Board of

Directors may, to the extent permitted by applicable law, use and apply such funds in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors may deem expedient.

- (e) The board of Directors shall have the power of fixing the compensation by way of salaries, bonuses, and pensions of the employees, the agents, the officers, and Directors, all of each of them, in such sum and form and amount as may seem reasonable in and by their discretion.
- (f) The Board of Directors may designate from their number and executive committee who, for the time being, in the intervals between meetings of the Board and to the extent provided by the by-laws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the corporation.
- (g) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the by-laws.
- (h) Any officers or the Corporation may be removed either with or without cause at any time by vote of a majority of the Board of Directors present.
- (i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall any contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested, and no contract, act, or transaction of this Corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise

prevent him from contracting with the Corporation for the benefit of himself or of any firm, association, or corporation in which he may be interested.

- (j) The by-laws of the Corporation may be amended or repealed and additional by-laws added or adopted by a majority vote of the Board of Directors so long as the proposed action is not inconsistent with any by-laws that may have been adopted at any Shareholders meeting. The by-laws of the Corporation may be amended or repealed at any Shareholders' meeting.

Articles of Amendment  
to  
Articles of Incorporation  
of

Noventis, Inc.

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

P99000090597

(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:**

Reven Pharmaceuticals, Inc.

*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**)*

3570 Juniper Hill Road

Snowmass Village, CO 81615

**C. Enter new mailing address, if applicable:**

*(Mailing address **MAY BE A POST OFFICE BOX**)*

3570 Juniper Hill Road

Snowmass Village, CO 81615

**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:*

*New Registered Office Address:*

*(Florida street address)*

\_\_\_\_\_, Florida  
*(City) (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*

**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)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<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)*

The corporation has decided to change its name to Reven Pharmaceuticals, Inc.; and

The Corporation has decided to adjust its capitalization to permit up to 150,000,000

authorized shares of common stock; and

The Corporation desires to amend its Articles to allow for issuance of Warrants and

Stock Options; and

There have been two predecessor names to the Corporation; therefore,

The Corporation hereby amends and restates its Articles in their entirety as attached.

**F. If an amendment provides for an exchange, reclassification provisions for implementing the amendment if not contained**

*(if not applicable, indicate N/A)*

_____
_____
_____
_____
_____
_____
_____
_____

*They are now attached. mly*

The date of each amendment(s) adoption: August 1, 2009  
(date of adoption is required)  
Effective date if applicable: August 1, 2009  
(no more than 90 days after amendment file date)

Adoption 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.

Dated August 1, 2009

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)

Michael A. Volk  
(Typed or printed name of person signing)

President & CEO  
(Title of person signing)