

P22000094444

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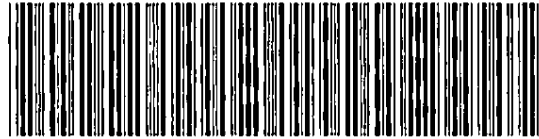
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A. RAMSEY

JAN 19 2023

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

RUN AND GETS, CORP.

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: SETH

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: RUN AND GETS, CORP

DOCUMENT NUMBER: P22000094444

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

Please return all correspondence concerning this matter to the following:

JOANNA ANDRADE LEHMANN

Name of Contact Person

EPGD ATTORNEYS AT LAW P.A

Firm/ Company

777 SW 37 AVE. SUITE 510

Address

MIAMI, FLORIDA 33135

City/ State and Zip Code

joanna@epgdlaw.com

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

For further information concerning this matter, please call:

JOANNA ANDRADE LEHAMMN at (786) 8376787
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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input 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

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
RUN AND GETS, CORP.**

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

CORPORATION NAME

The name of the corporation is RUN AND GETS, CORP. (the "**Corporation**").

TEXT AND ADOPTION OF AMENDMENTS

The Articles of Incorporation are amended by the amendment of the article stated in its entirety below and identified or referenced as follows:

ARTICLE IV: SHARES

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 1,000,000 shares. 500,000 of the authorized shares are hereby designated Class A ("Class A") and 500,000 of the authorized shares are hereby designated as Class B ("Class B"). The Class A Member shall be entitled to one vote per Class A Share on all matters upon which the Members have the right to vote under these Bylaws and the Shareholders Agreement. The Class B Shares shall not entitle the holders thereof to vote on any matters required or permitted to be voted on by the Members.

The Articles of Incorporation are amended by the addition of the articles stated in its entirety below and identified or referenced as follows:

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions of Section 607.0630(2) Florida Statutes as follows: The Corporation hereby grants to each *Class A* Shareholders the right to purchase a pro rata portion of new shares which the Corporation may, from time to time, propose to sell and issue.

- (a) The Company shall give written notice (an "**Issuance Notice**") of any proposed issuance or sale described in this Section to Class A Shareholders within 10 business days following Board approval of such issuance or sale. The Issuance Notice shall, if applicable, be accompanied by a written offer from any prospective purchaser (a "**Prospective Purchaser**") seeking to purchase New Securities and set forth the material terms and conditions of the proposed issuance, including:
 - i. the number and description of New Securities proposed to be issued and the percentage of the outstanding Shares, on a fully diluted basis, that such issuance would represent;
 - ii. the proposed issuance date, which shall be at least 20 business days from the date of the Issuance Notice; and
 - iii. the proposed purchase price per share.
- (b) Each Class A Shareholder shall for a period of 15 Business Days following the receipt of an Issuance Notice (the "**Exercise Period**") have the right to elect irrevocably to

purchase, at a discount of 40% from the purchase price set forth in the Issuance Notice, the amount of New Securities equal to the product of: (i) the total number of New Securities to be issued by the Company on the issuance date; and (ii) a fraction determined by dividing (A) the number of Shares owned by such Shareholder immediately prior to such issuance by (B) the total number of Shares outstanding on such date immediately prior to such issuance (the "**Preemptive Pro Rata Portion**") by delivering a written notice to the Company (an "**Acceptance Notice**"). Such Shareholder's election to purchase New Securities shall be binding and irrevocable. The failure of a Shareholder to deliver an Acceptance Notice by the end of the Exercise Period shall constitute a waiver of its rights under this Section with respect to the purchase of such New Securities but shall not affect its rights with respect to any future issuances or sales of New Securities.

- (c) Following the expiration of the Exercise Period the Company shall be free to complete the proposed issuance or sale of New Securities described in the Issuance Notice with respect to which Preemptive Members declined to exercise the preemptive right set forth in this Section on terms no less favorable to the Company than those set forth in the Issuance Notice (except that the amount of New Securities to be issued or sold by the Company may be reduced)

ARTICLE VII: ELECTION AND REMOVAL OF DIRECTORS

The Directors will be elected each year by majority vote of the Class A shares of stock of the Corporation, or as earlier required to fill any vacancy, and may be removed at any time by majority vote of the Class A shares.

The Amendment was adopted on January 1st, 2023 by the shareholders. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

EFFECTIVE DATE AND TIME

The effective date and time of these Amended Articles of Incorporation shall be January 1st, 2023.

Carolina Fourt

MARIA CAROLINA FORT,
Director and Shareholder

1/18/2023

Date