

195449

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

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Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
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2020-10-01 11:12

FILED
DIVISION OF STATE
CORPORATIONSCOR AMND/RESTATE/CORRECT OR O/D RESIGN
LION PLUMBING SUPPLY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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OCT 01 2020

Articles of Amendment
to
Articles of Incorporation
of

Lion Plumbing Supply, Inc.

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

195449

(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:

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)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

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 _____

(Florida street address)

New Registered Office 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

Check if applicable

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

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SECRETARY OF STATE
CORPORATE REGISTRATION
2020 SEP 30 11:12

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) ☐ Change

☐ Add

☐ Remove

2) ☐ Change

☐ Add

☐ Remove

3) ☐ Change

☐ Add

☐ Remove

4) ☐ Change

☐ Add

☐ Remove

5) ☐ Change

☐ Add

☐ Remove

6) ☐ Change

☐ Add

☐ Remove

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

See Attached Exhibit A.

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)

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

Effective date if applicable: _____
(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 September 30, 2020

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)

Paul L. Gentile

(Typed or printed name of person signing)

President

(Title of person signing)

EXHIBIT A
ATTACHMENT TO ARTICLES OF AMENDMENT
OF LION PLUMBING SUPPLY, INC.

1. Article IV is amended to read as follows:

ARTICLE

The Corporation shall have the authority to issue One Million (1,000,000) shares of which Three Hundred Forty Thousand (340,000) shares shall be designated as Class A Preferred Stock, without par value, and Six Hundred Sixty Thousand (660,000) shares shall be designated Class B Common Stock, without par value.

The holders of issued and outstanding shares of Preferred Stock shall be entitled to receive dividends in preference to any dividend on Common Stock equal to \$2.421 per share per year, for a period of five (5) years, commencing in the year 2020, and fully paid on or before December 31, 2024 (the "Special Dividend"). The Company shall have the option to pay the Special Dividend in equal annual amounts or in such other annual or less or more frequent amounts as the Board of Directors may determine as long as the Special Dividend is fully paid no later than December 31, 2024. While the holders of the Preferred Stock are entitled to receive the Special Dividend, the Board of Directors, in its sole discretion, may declare dividends payable to the holders of the Preferred Stock beyond what is required without declaring a dividend payable to the holders of the Common Stock. After the Special Dividend has been paid, if the Board of Directors, in its sole discretion, declares a dividend to shareholders that is not payable solely to the holders of the Preferred Stock, the holders of the Preferred Stock shall participate in dividends to shareholders on the same basis as the holders of the Common Stock, without regard to class, share and share alike. On any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution of cash or other assets is made to the holders of the Common Stock, the holders of the Preferred Stock will be entitled to receive the unpaid balance of the Special Dividend. Upon the payment in full of the Special Dividend, the remaining assets of the Company will be divided and distributed ratably among the holders of the Common Stock and Preferred Stock, without regard to class, share and share alike. Each share of Common Stock and Preferred Stock will carry one (1) vote for each share of Common Stock or Preferred Stock held by each shareholder of the Company. The Common Stock will vote together with the Preferred Stock and not as a separate class except as specifically provided herein or as otherwise required by law. Any prior designation of rights, preferences, privileges and restrictions relating to the Preferred Stock is null and void.