

L003450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

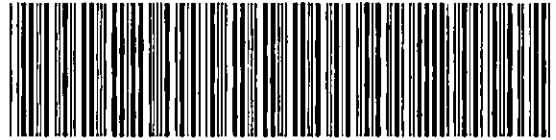
(Business Entity Name)

(Document Number)

Additional Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer.

Office Use Only



200398000222

RECEIVED

2022 DEC -2 PM 3:07

OFFICE OF THE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2022 DEC -2 AM 8:47

SECRETARY OF STATE  
TALLAHASSEE, FL

12/5/2022

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312  
850-656-4724

Date: 12/02/2022

Acc#I20160000072

*Eric DW*

Name:	Harvard Jolly, Inc.
Document #:	
Order #:	14660179

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!

**FILED**

2022 DEC -2 AM 8:47

SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**HARVARD JOLLY, INC.  
a Florida corporation**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation hereby certifies for the purpose of filing these Articles of Amendment (this "Amendment") to the Articles of Incorporation of Harvard Jolly, Inc. with the Department of State of the State of Florida that:

1. The name of the corporation is HARVARD JOLLY, INC. (the "Corporation").
2. Article III of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE III**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is Fifteen Thousand (15,000) shares of capital stock, of which (i) 13,500 shares shall be designated as Common Stock, par value \$1.00 per share (the "Common Stock"), and (ii) 1,500 shares shall be designated as Class A Common Stock, par value \$1.00 per share (the "Class A Common Stock"). The Common Stock and the Class A Common Stock shall be identical in all respects and shall have equal rights and privileges, except as otherwise specifically provided in this Article III.

A. Voting. Subject to applicable law, the holders of outstanding shares of Common Stock and Class A Common Stock shall vote together as a single class on all matters with respect to which shareholders are entitled to vote under applicable law, these Articles of Incorporation or the Bylaws of this corporation, or upon which a vote of shareholders generally entitled to vote is otherwise duly called for by this corporation. At each annual or special meeting of shareholders (or action by written consent in lieu of a meeting), (i) each holder of record of shares of Common Stock on the relevant record date shall be entitled to cast one (1) vote in person, by proxy or by consent in lieu of a meeting for each share of Common Stock standing in such holder's name on the stock transfer records of this corporation, and (ii) each holder of record of shares of Class A Common Stock on the relevant record date shall be entitled to cast four (4) votes in person, by proxy or by consent in lieu of a meeting for each share of Class A Common Stock standing in such holder's name on the stock transfer records of this corporation.

B. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

(i) In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of shares of Common Stock and Class A Common Stock then outstanding shall share ratably in any distribution of the assets of this corporation available for distribution to its shareholders such that each share of Class A Common Stock shall entitle the holder thereof to receive four (4) times the value of assets to which each share of Common Stock shall entitle the holder thereof. The foregoing provisions are subject in each case to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting any of such shares.

(ii) Any merger or consolidation in which (x) this corporation is a constituent party or (y) a subsidiary of this corporation is a constituent party and this corporation issues shares of its capital stock pursuant to such merger or consolidation (except any such merger or consolidation involving this corporation or a subsidiary in which the holders of capital stock of this corporation immediately prior to such merger or consolidation, in their capacity as such, continue to hold immediately following such merger or consolidation a majority by voting power of and a majority of the fully-diluted equity ownership of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation), or sale of all or substantially all of the assets of this corporation, shall be deemed to be a liquidation of this corporation for purposes of this Section B(ii), and the acquisition agreement relating to such transaction shall provide that the consideration payable to the shareholders of this corporation (in the case of a merger or consolidation), or consideration payable to this corporation, together with all other available assets of this corporation (in the case of an asset sale), shall be distributed to the holders of capital stock of this corporation in accordance with the preceding Section (B)(i) above. The amount deemed distributed to the holders of Common Stock and Class A Common Stock upon any such merger, consolidation or sale shall be the cash or the value of the property, rights or securities distributed or paid to such holders by this corporation or the acquiring person, firm or other entity. The value of such property, rights or other securities shall be determined in good faith by the Board of Directors of this corporation.

3. This Amendment was adopted by the board of directors of the Corporation at a meeting duly called and held on November 16, 2022. The shareholders of the Corporation approved this Amendment at a special meeting duly called and held on December 1, 2022, and the number of votes cast in favor of this Amendment at such meeting by the shareholders in the manner required by the Florida Business Corporation Act and by this Corporation's Articles of Incorporation was sufficient for approval thereof. This Amendment shall be effective upon filing with the Department of State of the State of Florida.

\* \* \* \*

**IN WITNESS WHEREOF**, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be signed in its name by its President and Chief Operating Officer as of the 2nd day of December, 2022.

**HARVARD JOLLY, INC.**,  
a Florida corporation

By: Ward Friszolowski  
Name: Ward Friszolowski  
Title: President and Chief Operating Officer