

F03000004885

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

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FILED  
08 MAY 13 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N.C.

G. G. Hetta MAY 13 2008

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Patriot HR, Inc  
(Name of Corporation)

**DOCUMENT NUMBER:** F03000004885

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Todd B Schmitt  
(Name of Contact Person)

Patriot Software, Inc  
(Firm/Company)

800 Market Ave N  
(Address)

Canton, OH 44702  
(City/State and Zip Code)

For further information concerning this matter, please call:

Todd B Schmitt at ( 330 ) 455-9218 x483  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 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

May 1, 2008

TODD B. SCHMITT  
PATRIOT SOFTWARE, INC.  
800 MARKET AVE., NORTH  
CANTON, OH 44702

SUBJECT: PATRIOT HR, INC.  
Ref. Number: F03000004885

We have received your document for PATRIOT HR, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6903.

Cheryl Coulliette  
Regulatory Specialist II

Letter Number: 208A00027525

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAY 12 AM 9:00

RECEIVED

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F03000004885

(Document number of corporation (if known))

1. Patriot HR, Inc

(Name of corporation as it appears on the records of the Department of State)

2. Ohio

(Incorporated under laws of)

3. 9/25/03

(Date authorized to do business in Florida)

**FILED**  
08 MAY 13 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/22/07

5. Patriot Software, Inc

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

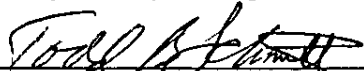
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Todd B. Schmitt

(Typed or printed name of person signing)

Treasurer

(Title of person signing)

**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, Jennifer Brunner, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show **PATRIOT SOFTWARE, INC.**, an Ohio corporation, Charter No. 1337618, having its principal location in Canton, County of Stark, was incorporated on August 27, 2002 and is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 25th day of April, A.D. 2008*

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/23/2007	200729502486	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	.00	.00	.00	.00

**Receipt**

This is not a bill. Please do not remit payment.

PATRIOT SOFTWARE, INC.  
PO BOX 20489  
CANTON, OH 44701-0489

# STATE OF OHIO CERTIFICATE

**Ohio Secretary of State, Jennifer Brunner****1337618**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**PATRIOT SOFTWARE, INC.**

and, that said business records show the filing and recording of:

Document(s)

**DOMESTIC/AMENDMENT TO ARTICLES**

Document No(s):

**200729502486**

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 22nd day of October, A.D.  
2007.

**Ohio Secretary of State**



Prescribed by:

The Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll-Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form (Select One)

Mail Form to one of the Following:

☐ Yes

PO Box 1390

Columbus, OH 43216

\*\*\* Requires an additional fee of \$50 \*\*\*

☒ No

PO Box 1329

Columbus, OH 43216

### Certificate of Amendment by Directors or Incorporators to Articles

(Domestic)

Filing Fee \$50.00

## (CHECK ONLY ONE (1) BOX)

(1) ☒ Amendment by Directors☐ Amended by Directors

(123-AMDD)

(2) ☐ Amendment by Incorporators☐ Amended by Incorporators

(124-AMDI)

## Complete the general information in this section for the box checked above.

Name of Corporation

Patriot HR, Inc.

Charter Number

1337618

☒ Please check if additional provisions attached hereto are incorporated herein and made a part of these articles of organization.

## Complete the information in this section if box (1) is checked.

Name and Title of Officer

Michael J. Kappel

President

(name)

(title)

## (CHECK ONLY ONE (1) BOX)

☐ A meeting of the directors was duly called and held on

(Date)

☒ In an writing signed by all the Directors pursuant to section 1701.54 of the ORC

The following resolution was adopted pursuant to section 1701.70(B) 6 of the ORC:

(Insert proper paragraph number)

See enclosed signed copies of Certificate of Amendment and Written Action of Directors.

Complete the information in this section if box (2) is checked.

WE, the undersigned, being all of the incorporators of the above named corporation, do certify that the subscriptions to shares have not been received and the initial directors are not named in the articles. We hereby have elected to amend the articles as follows:

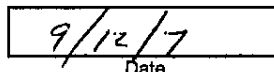

**REQUIRED**

Must be authenticated (signed)  
by an authorized representative  
(See Instructions)

  
Authorized Representative

Michael J. Kappel  
(Print Name)  
Chairman, Board of Directors

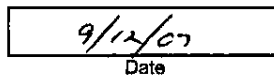
Patriot HR, Inc.

  
Date

  
Authorized Representative

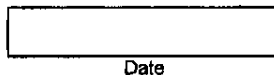
Todd B. Schmitt  
(Print Name)  
Director

Patriot HR, Inc.

  
Date

  
Authorized Representative

(Print Name)

  
Date



CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PATRIOT HR, INC.

Michael J. Kappel, President, of Patriot HR, Inc., an Ohio corporation (the "Corporation") does hereby certify that the following is a true, correct and complete copy of resolutions duly adopted on September 12, 2007, by the directors of the Corporation in a written action approved and signed as specified in Section 1701.54 and pursuant to Section 1701.70 of the Ohio Revised Code; and that said resolutions are valid and binding, and have not been amended, modified or rescinded, and are in full force and effect on the date hereof:

Amendment To  
Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the Corporation be, and the same hereby are amended, deleting in its entirety Article FIRST and Article THIRD thereof and inserting in lieu thereof a new Article FIRST and a new Article THIRD reading as follows:

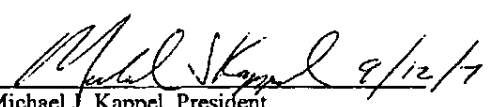
"FIRST: The name of the corporation shall be PATRIOT SOFTWARE, INC."

"THIRD: The purpose or purposes for which it is formed are:

To provide our Web-based software system to our customers (i.e., employers) on a monthly basis that is designed to assist them with their payroll, time & attendance; and various human resources related duties; and to provide additional payroll and related business software and/or services for a fee; and to engage in any lawful act or activity for which corporations may be formed under the various federal, state, and local laws of the United States of America."

FURTHER RESOLVED, that any officer of the Corporation be, and he hereby is, authorized and directed, for and on behalf of the Corporation to execute a Certificate setting forth the foregoing resolution adopting an amended Article FIRST and an amended Article THIRD to the Articles of Incorporation and to cause such Certificate to be filed in the Office of the Secretary of the State of Ohio.

IN WITNESS WHEREOF, Michael J. Kappel, President of Patriot HR, Inc. acting for and on behalf of the Corporation has hereunto subscribed his name as of the 12<sup>th</sup> day of September, 2007.

  
Michael J. Kappel, President

WRITTEN ACTION OF DIRECTORS  
WITHOUT MEETING  
OF  
PATRIOT HR, INC.

Pursuant to Ohio Revised Code Section 1701.54, the undersigned directors of  
Patriot HR, Inc., an Ohio corporation (the "Corporation"), hereby take the following  
actions in writing and without a meeting:

Amendment to Articles of Incorporation

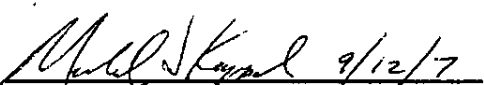
RESOLVED that the Articles of Incorporation of the Corporation be, and the same  
hereby are amended, by deleting in its entirety Article FIRST and Article THIRD thereof  
and inserting in lieu thereof a new Article FIRST and a new Article THIRD reading as  
follows:


"FIRST: The name of the corporation shall be PATRIOT SOFTWARE, INC."

"THIRD: The purpose or purposes for which it is formed are:

To provide our Web-based software system to our customers (i.e.,  
employers) on a monthly basis that is designed to assist them with their  
payroll, time & attendance, and various human resources related duties;  
and to provide additional payroll and related business software and/or  
services for a fee; and to engage in any lawful act or activity for which  
corporations may be formed under the various federal, state, and local  
laws of the United States of America."

FURTHER RESOLVED, that any officer of the Corporation be, and he hereby is  
authorized and directed, for and on behalf of the Corporation to execute a Certificate  
setting forth the foregoing resolution adopting an amended Article FIRST and an  
amended Article THIRD to the Articles of Incorporation and to cause such certificate to  
be filed in the office of the Secretary of the State of Ohio.

  
\_\_\_\_\_  
Michael J. Kappel  
Chairman of the Board of Directors of Patriot  
HR, Inc.

  
\_\_\_\_\_  
Todd B. Schmitt  
Director of Patriot HR, Inc.

C# 1337618 UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jennifer Brunner, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at  
Columbus, Ohio, this 27th day of  
APRIL, A.D. 2008

Jennifer Brunner

JENNIFER GRUNNER  
Secretary of State

By: SW

NOTICE: This is an official certification only when reproduced in red ink