

FO9000003354

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(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 02 2016

C. CARROTHERS



John B. Whiton
Dan G. Fishburn
Judd D. Thruman

FishburnWhitonThruman
Attorneys at Law

Sara Stephenson Peska
Woodruff A. Burt
Retired

January 27, 2016

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: FBP Systems, Inc. - TMG Systems, Inc. (F09000003354)

Dear Sir or Madam:

Enclosed please find a *Cover Letter and Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida*, in duplicate, for the above Illinois corporation. Also enclosed is a certified copy of the Articles of Amendment and Certificate of Good Standing.

A check in the amount of \$35.00 is enclosed to cover the necessary filing fee. Please file the Application and return appropriate documentation of its filing in the enclosed envelope.

If you have any questions or comments, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Sincerely,

FISHBURN WHITON THRUMAN

Dan G. Fishburn

DGF/~~klp~~
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FBP SYSTEMS, INC.
Name of Corporation

DOCUMENT NUMBER: F09000003354

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ATTORNEY DAN G. FISHBURN

Name of Contact Person

FISHBURN WHITON THRUMAN

Firm/Company

8 EAST STEPHENSON STREET

Address

FREEPORT, IL 61032

City/State and Zip Code

Treasea@fishburnlaw.com

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

For further information concerning this matter, please call:

ATTORNEY DAN G. FISHBURN

Name of Contact Person

at (815) 235-2511
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

(Pursuant to s. 607.1504, F.S.)

F09000003354

1 FBP SYSTEMS, INC.

2. ILLINOIS

2 AUGUST 24, 2009

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? OCTOBER 13, 2015

5. TMG SYSTEMS, 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.

Dr. L. Sweet

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

BRIAN L. SCOTT

TREASURER

(Typed or printed name of person signing)

(Title of person signing)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2016 FEB -1 AM 1:19
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FORM **BCA 10.30** (rev. Dec. 2003)
ARTICLES OF AMENDMENT
Business Corporation Act

Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order payable
to Secretary of State.

FILED

OCT 13 2015

JESSE WHITE
SECRETARY OF STATE

PAID

OCT 14 2015

DEPARTMENT OF
BUSINESS SERVICES

File # 52699878

Filing Fee: \$50

Approved: hgz

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): FBP SYSTEMS, INC.



CD0054968

2. Manner of Adoption of Amendment:

The following amendment to the Articles of Incorporation was adopted on September 21, 2015
in the manner indicated below: Month Day Year

Mark an "X" in one box only.

- ☐ By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- ☐ By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- ☐ By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- ☐ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- ☐ By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- ☒ By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:

a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.

Article 1: Name of the Corporation: TMG SYSTEMS, INC.

New Name

(All changes other than name include on page 2.)

52699878

2

Text of Amendment

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.
For more space, attach additional sheets of this size.

52699J7D

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows (If not applicable, Insert "No change"):

NO CHANGE

5. a. The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital is as follows (if not applicable, insert "No change"):
(Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

NO CHANGE

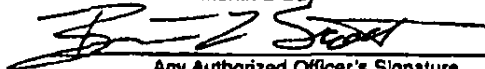
- b. The amount of paid-in capital as changed by this amendment is as follows (If not applicable, insert "No change"):
(Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)
(See Note 6 on page 4.)

	Before Amendment	After Amendment
Paid-In Capital:	\$ <u>NO CHANGE</u>	\$ <u>NO CHANGE</u>

Complete either Item 6 or Item 7 below. All signatures must be in BLACK INK.

6. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated SEPTEMBER 22, 2015
Month & Day Year


Any Authorized Officer's Signature

BRIAN L. SCOTT, CFO & TREASURER
Name and Title (type or print)

FBP SYSTEMS, INC.
Exact Name of Corporation

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, a majority of the directors, or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated _____, _____
Month & Day Year



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 3 PAGE(S),
AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR TMG SYSTEMS,
INC..

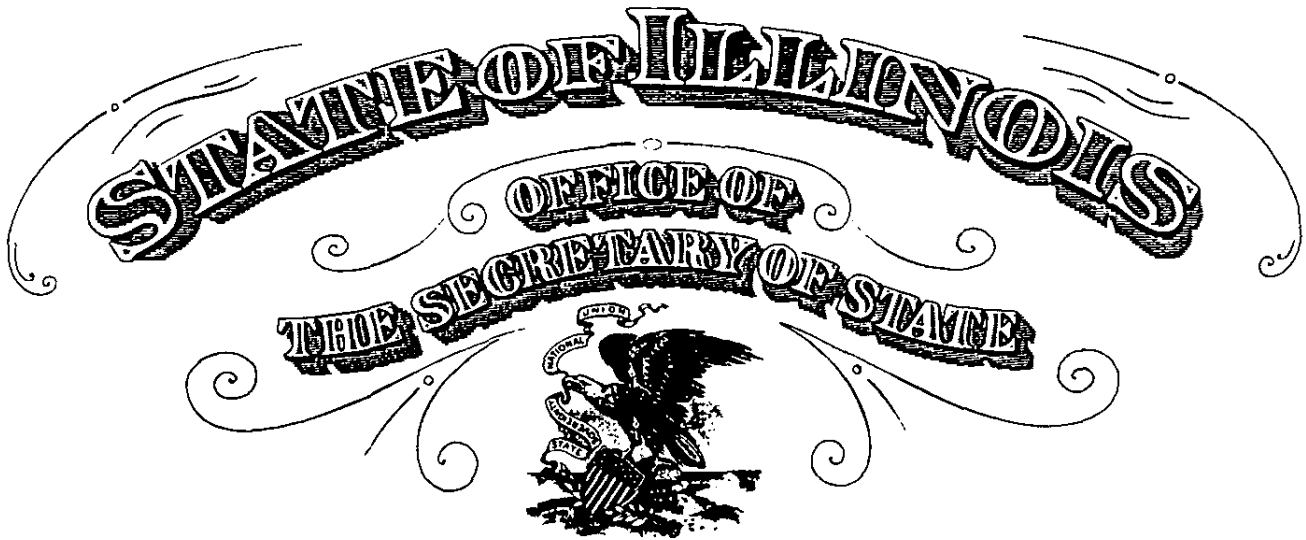


In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 21ST
day of JANUARY A.D. 2016 .

Jesse White

File Number

5269-987-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

TMG SYSTEMS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON APRIL 08, 1982, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



***In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 15TH
day of JANUARY A.D. 2016 .***

Jesse White

SECRETARY OF STATE