

FI 200002135

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

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MAY 23 2017

R. WHITE

17 MAY 16 PM 2:10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 19, 2017

DEBRAH D. EPLEY  
1100 ABERNATHY RD NE STE 1000  
ATLANTA, GA 30328

SUBJECT: PROLIANT - GEORGIA, INC.  
Ref. Number: F12000002135

We have received your document for PROLIANT - GEORGIA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida corporation, but your entity is a Foreign corporation. Please complete and return the enclosed blank form(s).

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) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 317A00007584

RECEIVED  
17 MAY 22 PM 4:33  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Proliant-Georgia Inc  
Name of Corporation

DOCUMENT NUMBER: F12000002135

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debrah Epley  
Name of Contact Person

Proliant Inc  
Firm/Company

1100 Abernathy Rd, Ste 1000  
Address

Atlanta, GA 30328  
City/State and Zip Code

depley@proliant.com  
E-mail address (to be used for future annual report notification)

For further information concerning this matter, please call:

Debrah Epley at ( 770 ) 395-6287  
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)

Already Paid

**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

**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)**

F12000002135

(Document number of corporation (if known))

1. Proliant-Georgia Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Nevada 3. 5/18/2012  
(Incorporated under laws of) (Date authorized to do business in 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? 4/7/2016
5. Proliant, 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.

Debrah D. Epley

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

Debrah D. Epley

(Typed or printed name of person signing)

Secretary

(Title of person signing)

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PROLIANT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since January 19, 2006, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on April 19, 2017.

*Barbara K. Cegavske*

Barbara K. Cegavske  
Secretary of State

Electronic Certificate  
Certificate Number: C20170419-0026  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 884-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*090204\*

## Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

### Certificate of Amendment to Articles of Incorporation

#### For Nevada Profit Corporations

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

PROLIANT - GEORGIA, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 1. has been changed as follows:

Name of Corporation: Proliant, Inc.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

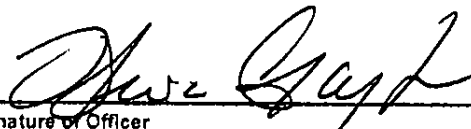
100%

4. Effective date and time of filing: (optional) Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After  
Revised: 1-5-15

**CONSENT IN LIEU OF MEETING**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**PROLIANT – GEORGIA, INC.**

Pursuant to Section 78.315 of the Nevada revised Statutes (the "Code") the undersigned being all of the directors of Proliant – Georgia, Inc., a Nevada corporation, acting by unanimous written consent in lieu of a Special Meeting of the Board of Directors do hereby adopt, approve and authorize the actions set forth below and hereby direct the Secretary to place this Unanimous Written Consent in the minutes of the proceedings of the Board of Directors of the Corporation.

RESOLVED, that the Corporation hereby amends its articles to change the name of the Corporation to Proliant, Inc., and accordingly, we hereby approve the Articles of Amendment attached herto as Exhibit "A", and that the Board of Directors of the Corporation does hereby adopt those Articles of Amendment.

FURTHER RESOLVED, that the Board of Directors does hereby recommend the amendment of the Articles of Incorporation.

FURTHER RESOLVED, that the appropriate officers are hereby authorized and directed to submit the proposed Articles of Amendment to the shareholders of the Corporation for their approval by vote or consent with the Board of Directors' recommendation for approval.

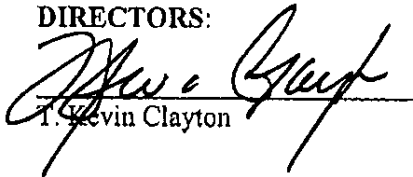
FURTHER RESOLVED, that in the event the shareholders of the Corporation approve the amendment, that the appropriate officers of the Corporation are hereby authorized and directed to execute and file any necessary documentation, as appropriate with the Secretary of State of Nevada, and to do any and all things necessary to consummate the amendment.


FURTHER RESOLVED, that the Secretary of the Corporation is hereby directed to file a copy of this Consent Action with the minutes of the proceedings of the Corporation.

This Consent Action may be executed in two or more counterparts, each of which shall be an original and all of which together shall constitute the act of all the directors of the Corporation.

IN WITNESS WHEREOF, the undersigned directors have hereunto set their hands as of the 7 day of April, 2016.

**DIRECTORS:**

  
T. Kevin Clayton

  
Debrah Epley

**PROLIANT- GEORGIA, INC.  
WRITTEN CONSENT  
ACTION BY SHAREHOLDERS**

The undersigned, constituting a majority of the Shareholders of Proliant – Georgia, Inc. (the "Company"), a Nevada corporation, entitled to vote on the matters set forth below, pursuant to Section 78.340 of the Nevada Revised Statutes, by affixing their signatures hereto, do hereby consent to and take the following action and adopt and approve the following resolutions, as if the same were done at a meeting of the shareholders duly called and held:

WHEREAS, the Board of Directors of this Corporation has recommended to the Shareholders in the manner required by law that the Corporation amend its articles of incorporation to change its name to Proliant, Inc., pursuant to the terms set forth in the articles of amendment attached hereto as Exhibit "A";

NOW, THEREFORE, IT IS HEREBY

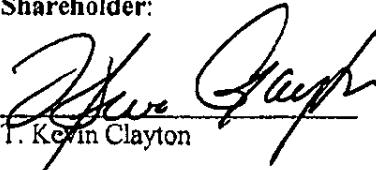
RESOLVED, that the shareholder below accepts the recommendation of the Board of Directors that the articles of incorporation of the Corporation be amended as set forth above; and

FURTHER RESOLVED, that the Board of Directors is directed to take all action necessary and appropriate to effect the amendment of the articles as the directors in their discretion deem appropriate or desirable.

This Consent Action may be executed in two or more counterparts, each of which shall be an original, and all of which together shall constitute one and the same Consent Action.

Done as of the 7 day of April, 2016.

Shareholder:

  
T. Kevin Clayton



**CONSENT IN LIEU OF MEETING**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**PROLIANT - GEORGIA, INC.**

Pursuant to Section 78.315 of the Nevada revised Statutes (the "Code") the undersigned being all of the directors of Proliant - Georgia, Inc., a Nevada corporation, acting by unanimous written consent in lieu of a Special Meeting of the Board of Directors do hereby adopt, approve and authorize the actions set forth below and hereby direct the Secretary to place this Unanimous Written Consent in the minutes of the proceedings of the Board of Directors of the Corporation.

RESOLVED, that the Corporation hereby amends its articles to change the name of the Corporation to Proliant, Inc., and accordingly, we hereby approve the Articles of Amendment attached herto as Exhibit "A", and that the Board of Directors of the Corporation does hereby adopt those Articles of Amendment.

FURTHER RESOLVED, that the Board of Directors does hereby recommend the amendment of the Articles of Incorporation.

FURTHER RESOLVED, that the appropriate officers are hereby authorized and directed to submit the proposed Articles of Amendment to the shareholders of the Corporation for their approval by vote or consent with the Board of Directors' recommendation for approval.

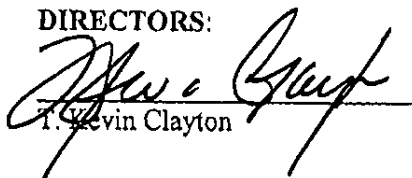
FURTHER RESOLVED, that in the event the shareholders of the Corporation approve the amendment, that the appropriate officers of the Corporation are hereby authorized and directed to execute and file any necessary documentation, as appropriate with the Secretary of State of Nevada, and to do any and all things necessary to consummate the amendment.

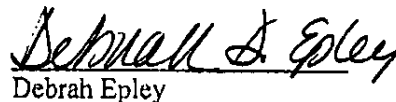
FURTHER RESOLVED, that the Secretary of the Corporation is hereby directed to file a copy of this Consent Action with the minutes of the proceedings of the Corporation.

This Consent Action may be executed in two or more counterparts, each of which shall be an original and all of which together shall constitute the act of all the directors of the Corporation.

IN WITNESS WHEREOF, the undersigned directors have hereunto set their hands as of the 7 day of April, 2016.

DIRECTORS:

  
T. Kevin Clayton

  
Debrah Epley

**PROLIANT- GEORGIA, INC.  
WRITTEN CONSENT  
ACTION BY SHAREHOLDERS**

The undersigned, constituting a majority of the Shareholders of Proliant - Georgia, Inc. (the "Company"), a Nevada corporation, entitled to vote on the matters set forth below, pursuant to Section 78.340 of the Nevada Revised Statutes, by affixing their signatures hereto, do hereby consent to and take the following action and adopt and approve the following resolutions, as if the same were done at a meeting of the shareholders duly called and held:

WHEREAS, the Board of Directors of this Corporation has recommended to the Shareholders in the manner required by law that the Corporation amend its articles of incorporation to change its name to Proliant, Inc., pursuant to the terms set forth in the articles of amendment attached hereto as Exhibit "A";

NOW, THEREFORE, IT IS HEREBY

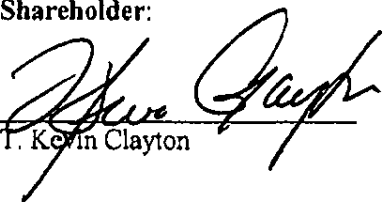
RESOLVED, that the shareholder below accepts the recommendation of the Board of Directors that the articles of incorporation of the Corporation be amended as set forth above; and

FURTHER RESOLVED, that the Board of Directors is directed to take all action necessary and appropriate to effect the amendment of the articles as the directors in their discretion deem appropriate or desirable.

This Consent Action may be executed in two or more counterparts, each of which shall be an original, and all of which together shall constitute one and the same Consent Action.

Done as of the 7 day of April, 2016.

Shareholder:

  
T. Kevin Clayton