

G72935

(Requestor's Name)

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(City/State/Zip/Phone #)

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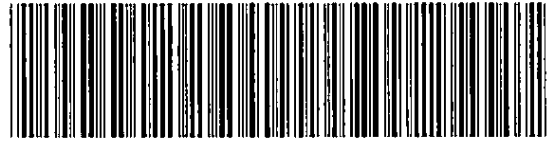
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: HEADHUNTER, INC.

DOCUMENT NUMBER: G72935

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David M. Scully, Esq.

Name of Contact Person

Loving Scully Law Group, PLLC

Firm/ Company

888 S. Andrews Avenue, Suite 302

Address

Fort Lauderdale, FL 33316

City/ State and Zip Code

David@LovingScully.com

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

For further information concerning this matter, please call:

David M. Scully, Esq.

at (954)

764-1005

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

HEADHUNTER, INC.

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

G72935

(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:

(City)

, Florida

(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) (e), F.S.

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:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. **If amending or adding additional Articles, enter change(s) here:**

(Attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

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)

N/A

June 17, 2024

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 all owners of the voting stock _____."
(voting group)

June 17, 2024
Dated _____

Signature Mark Mellinger
(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)

Mark Mellinger

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
HEADHUNTER, INC.

Pursuant to the provisions of FSA §607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

1. The text of the amendment as adopted is as follows:

Article III of the Articles of Incorporation of the corporation is hereby amended in its entirety to provide for voting and non-voting Common Stock, as follows:

Article III – CAPITAL STOCK

The total number of shares which this corporation is authorized to issue is 3,000 common shares, consisting of two classes of shares to be designated, respectively, "Class A Voting Common Stock", and "Class B Non-Voting Common Stock" (collectively the Class A Common Stock and the Class B Common Stock are referred to herein as the "Common Stock"). The total number of shares of Class A Voting Common Stock that this corporation shall have authority to issue is 300 shares, each with no par value. The total number of shares of Class B Non-Voting Common Stock that this corporation shall have authority to issue is 2,700 shares, each with no par value.

The holders of Class A Voting Common Stock shall vote on all matters submitted to a vote of this corporation's shareholders. Each holder of Class A Voting Common Stock shall be entitled to one (1) vote for each share of Class A Voting Common Stock held as of the applicable record date on any matter that is submitted to a vote of the shareholders of this corporation (including, without limitation, any matter voted on at a shareholders' meeting).

Except as otherwise provided herein, Class B Non-Voting Common Stock shall in all other respects carry the same rights and privileges as Class A Voting Common Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Voting Common Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction); provided that, if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Voting Common Stock or Non-Voting Common Stock) the outstanding shares of Voting Common Stock or Non-Voting Common Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share, and provided further, no dividend payable in Voting Common Stock shall be declared on the Non-Voting Common Stock and no dividend payable in Non-Voting Common Stock shall be declared on the Voting

Common Stock, but instead, in the case of a stock dividend, each class of Common Stock shall receive such dividend in like stock.

Non-Voting Common Stock, voting separately as a class, shall be required to amend, alter or repeal (including by merger, consolidation or otherwise) any provision of these Articles of Incorporation that significantly and adversely affects the powers, preferences or rights of the Non-Voting Common Stock contained herein.

Duly approved shareholder action in accordance with the provisions of FSA § 607.1003.

2. The amendment will be effective upon filing.

3.(a) Simultaneously with the effective date of this Amendment (the "Effective Time") each share of the Company's Common Stock, no par value, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") shall, without any action on the part of the holder thereof, be reclassified as, and converted into, (i) five (5) fully paid and nonassessable share of Class A Voting Common Stock, no par value, of the Corporation, and (ii) and forty-five (45) shares of Class B Non-Voting Common Stock, no par value, of the Corporation (the "New Shares").

(b) Upon surrender of a certificate or certificates formerly representing Shares, the holder shall be entitled to receive in exchange for each Share formerly represented thereby in accordance with Section 3(a) the New Shares. In lieu of delivering a new certificate surrendered by such holder, the Corporation may, in its sole discretion, elect to note on the certificate or certificates surrendered by such holder the change into the New Shares.

Date: 6/17/, 2024

Mark Mellinger
Mark Mellinger President