K93128

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DIVISION OF CORPORATIONS
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MAY 23 2016

DAVID A. CARTER, P.A.
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** Member Florida Bar

May 17, 2016

16 MAY 20 PM 4:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAY 20 PM 4:01

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

Re: Driver's Alert, Inc.
Amendment to Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the following on behalf of our client, Driver's Alert, Inc., to wit:

1. One (1) original and one (1) copy of Articles of Amendment to Articles of Incorporation (the "Amendment"); and

2. A check in the amount of $35.00, said sum represented the filing fee for the Amendment.

Please file the original and return a file-stamped copy of same in the pre-franked envelope enclosed for your mailing convenience. Should you have any questions or require additional information, please do not hesitate to contact me directly.

Very truly yours,
DAVID A. CARTER, P.A.

By: Susan M. Massinger
Susan M. Massinger
Legal Assistant

SMM/mmi
enc.
driversalert\corporate\sof 002

[redacted]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAY 20 PM 1:00

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Driver's Alert, Inc.

DOCUMENT NUMBER: K93128

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

Please return all correspondence concerning this matter to the following:

David A. Carter, Esq.
Name of Contact Person

David A. Carter, P.A.
Firm/ Company

P.O. Box 812335
Address

Boca Raton, FL 33431
City/ State and Zip Code

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

For further information concerning this matter, please call:

David A. Carter, Esq. at (561) 750-6999
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

DRIVER'S ALERT, INC.

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

K93128

(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: __________, Florida __________
(City) *(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

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:

X Change	PT	John Doe
X Remove	V	Mike Jones
X Add	SV	Sally Smith

Type of Action (Check One)	Title	Name	Address
1) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
2) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
3) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
4) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
5) ____ Change	______	______________________	______________________
____ Add			______________________
____ Remove			______________________
6) ____ Change	______	______________________	______________________
____ Add			______________________

[redacted]

E. **<u>If amending or adding additional Articles, enter change(s) here</u>:**
(Attach *additional sheets, if necessary). (Be specific)*

ARTICLE III - CAPITAL STOCK IS DELETED IN ITS ENTIRETY AND REPLACE WITH:

ARTICLE III

The aggregate number of shars of all classes of common stock that the corporation shall have the authority to issue is 10,000 shares, consisting of:

Common Stock - The maximum number of shares of Common Stock this Corporation is authorized to issue is 8,000 shares, par value $.50 per share

Class B Common Stock - The maximum number of shares of Class B Common Stock this Corporation is authorized to issue is 2,000 shares, no par value. The Class B Common Stock shall have the rights as set forth in Exhibit "A" attached hereto.

F. **<u>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:</u>**
(if not applicable, indicate N/A)

n/a

[redacted]

The date of each amendment(s) adoption: February 22, 2016, if other than the date this document was signed.

Effective date if applicable: May 17, 2016

(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 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 ______________________________."

(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated May 17, 2016

Signature ______________________________

(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)

Michael Kroll

(Typed or printed name of person signing)

President and Chief Executive Officer

(Title of person signing)

[redacted]

Exhibit "A"

DRIVER'S ALERT, INC.
Class B Common Stock, No Par Value

Statement of Rights and Preferences

The limitations, voting powers, and relative rights granted to and imposed on the Class B Common Stock (the "Class B Stock") of Driver's Alert, Inc. (the "Corporation"), which series shall consist of 2,000 shares, are as set forth below. The following limitations, voting powers, and relative rights of the Class B Stock are subject to designation by the Board of Directors of the Corporation (the "Board"), and of any subsequent series of Common Stock, as defined in the Articles of Incorporation as amended (the "Articles"), pursuant to authority granted by the Articles, and to the terms of any such subsequent series of Common Stock.

1. **Designation And Amount.** The shares of such class shall be designated as "Class B Common Stock" and the authorized number of such shares shall be 2,000.

2. **Dividend Rights.** The holders of Class B Stock shall not be entitled to dividends.

3. **Voting Rights.** The holders of shares of the Class B Stock shall not be entitled to vote.

4. **Liquidation Rights.** Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of Class B Stock shall be subordinated to the rights of all Common Stock holders.

5. **Transfer Limitations.** Class B Stock may not be transferred other than by law of probate and descent.

6. **Automatic Conversion.**

(a) In the event of a Change in Control, the holders of the Class B Stock shall be automatically converted into a fully paid and non-assessable share of Common Stock on a one-to-one basis. For the purposes of this Section 5 "Change in Control" shall mean

(i) Approval by the shareholders of the Company of a reorganization, merger, consolidation or other form of corporate transaction or series of transactions, in each case, with respect to which persons who were the shareholders of the Company immediately prior to such reorganization, merger or consolidation or other transaction do not, immediately thereafter, own more than 50% of the combined voting power entitled to vote generally in the election of directors of the reorganized, merged or consolidated company's then outstanding voting securities, in substantially the same proportions as their ownership immediately prior to such reorganization, merger, consolidation or other transaction;

(ii) the acquisition (other than from the Company) by any person, entity or "group", within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act, of more than 50% of either the then outstanding shares of the Company's Common Stock or the

[redacted]

combined voting power of the Company's then outstanding voting securities entitled to vote generally in the election of directors (hereinafter referred to as the ownership of a "**Controlling Interest**") excluding, for this purpose, any acquisitions by (A) the Company or its Subsidiaries, (B) any person, entity or "group" that as of the date of this Amendment owns beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act) of a Controlling Interest or (C) any employee benefit plan of the Company or its Subsidiaries.

(iii) The holders of the Class B Stock shall be automatically converted into a fully paid and non-assessable share of Common Stock on a one-to-one basis immediately on such date that any of the Company's securities (including the Company's Common Stock) becomes eligible to be publicly traded in either (i) the Pink Sheets LLC; or on the (ii) OTC Bulletin Board; (iii) The Nasdaq SmallCap Market; (iv) The Nasdaq National Market; or (v) any recognized national securities exchange.

7. Adjustments.

(a) **Fractional Shares.** No fractional shares of Class B Stock shall be issued. In addition, no fractional shares of Common Stock shall be issued upon conversion of Class B Stock. If the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, round the fractional share up to the nearest whole share.

(b) **Reservation of Stock Issuable Upon Conversion.** The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Class B Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class B Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Class B Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(c) **Notices.** Any notice required shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one day after delivery by nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.