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TO THE PROPERTY OF THE PROPERT

DAVID A. CARTER, P.A. P.O. Box 812335

David A. Carter* dacpa@bellsouth.net *Member Florida & Iowa Bar BOCA RATON, FLORIDA 33481-2335 TELEPHONE: (561) 750-6999 FACSIMILE: (561) 367-0960

Francis L. Carter, Of Counsel** flc@flepa.com ** Member Florida Bar

May 17, 2016

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:

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

Susan M. Massinger

Legal Assistant

SMM/mmi

enc.

driversalert\corporate\sof 002

COVER LETTER

> Amendment Section **Division of Corporations**

Tallahassee, FL 32314

P.O. Box 6327

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•	•	COVER LETTER		2236
TO: Amendment Sec	ction			Po Color
Division of Cor				0. 000
NAME OF CORPO	DRATION: Driver's Alert, Inc.			Co Lat 20 Dillion
	K03178	-		·
DOCUMENT NUM	1BER:			•
The enclosed Article	es of Amendment and fee are su	bmitted for filing.		
Diagramental com	respondence concerning this ma	tter to the following:		
Please return an con	espondence concerning this ma	tter to the following.		
	David A. Carter, Esq.			
		Name of Contact Person	<u> </u>	
	David A. Carter, P.A.			
		Firm/ Company		
	P.O. Box 812335	Time Company		
	F.O. Box 812333	A 11		
	D D DY 22421	Address		
	Boca Raton, FL 33431			
		City/ State and Zip Code	2	
	E-mail address: (to be us	sed for future annual report	notification)	
	•			
For further informati	ion concerning this matter, pleas	se call:		
	,,			
David A. Carter, Es	q.	at (561	750-6999	
Nam	e of Contact Person	Area Co	de & Daytime Telephone Number	
Part of the dead	Con the Callessian amount mede	novahla ta tha Flarida Dana	umment of State:	
Enclosed is a check	for the following amount made	payable to the Florida Depa	irtinicini di State.	
\$35 Filing Fee	□\$43.75 Filing Fee &	□\$43.75 Filing Fee &	□\$52.50 Filing Fee	
	Certificate of Status	Certified Copy	Certificate of Status	
		(Additional copy is enclosed)	Certified Copy (Additional Copy	
		cherosea)	is enclosed)	
		~ :		
<u>M</u>	lailing Address	<u>Street</u>	Address	

Amendment Section

Clifton Building

Division of Corporations

2661 Executive Center Circle Tallahassee, FL 32301

Articles of Amendment to Articles of Incorporation



DRIVER'S ALERT, INC.

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

K93128

nt(s) to

(Docum	nent Number of Corporation (if known)	
Pursuant to the provisions of section 607.1006, Florida its Articles of Incorporation:	a Statutes, this Florida Profit Corporation	on adopts the following amendme
A. If amending name, enter the new name of the co	rporation:	
		The new
name must be distinguishable and contain the word "Corp.," "Inc.," or Co.," or the designation "Corp, word "chartered," "professional association," or the	," "Inc," or "Co". A professional cor	corporated" or the abbreviation poration name must contain the
B. Enter new principal office address, if applicable		
(Principal office address <u>MUST BE A STREET ADD</u>	<u>)RESS</u>)	
C. Enter new mailing address, if applicable:		
(Mailing address MAY BE A POST OFFICE BO	<u></u>	
	-	
D. If amending the registered agent and/or register	red 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 Reg I hereby accept the appointment as registered agent.	istered Agent:	ations of the position
1 nerevy accept the appointment as registered agent.	1 am jaminar wiin unu accept ine obligi	инонь ој те розиши.
Sian	nature of New Registered Agent if change	

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.

Evamples	, unu oui	iy siiiii, i	or us un riua.	
Example: X Change	<u>PT</u>	John Do	<u>oe</u>	
X Remove	<u>v</u>	Mike Jo	<u>mes</u>	
X Add	<u>sv</u>	Sally Sn	nith_	
Type of Action (Check One)	<u>Title</u>		Name	<u>Addres</u> s
1) Change		_		
Add				
Remove				
2) Change		_		
Add				
Remove				
3) Change				
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Add				
Remove				
5) Change				
			•	-
Add				
Remove				
6) Change				
A 44				

	s, if necessary). (Be specific)
RTICLE III - CAPITAL	STOCK IS DELETED IN ITS ENTIRETY AND REPLACE WITH:
	ARTICLE III
he aggregate number of sl	hars of all classes of common stock that the corporation shall have the authority to issue is
0,000 shares, consisting o	f:
Common Stock - Tl	he maximum number of shares of Common Stock this Corporation is authorized to
is	sue is 8,000 shares, par value \$.50 per share
Class B Common S	tock - 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.
. If an amendment provi	ides for an exchange, reclassification, or cancellation of issued shares.
	ides for an exchange, reclassification, or cancellation of issued shares, tenting the amendment if not contained in the amendment itself:
	enting the amendment if not contained in the amendment itself:
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provisions for implem	enting the amendment if not contained in the amendment itself:

	February 22, 2016	
The date of each amendment		, if other than the
date this document was signed		
Effective date if applicable:	May 17, 2016	
<u></u>	(no more than 90 days after amendment file date)	
	this block does not meet the applicable statutory filing requirements, this che Department of State's records.	date will not be listed as the
Adoption of Amendment(s)	(<u>CHECK ONE</u>)	
The amendment(s) was/wer by the shareholders was/we	re adopted by the shareholders. The number of votes cast for the amendment ere sufficient for approval.	t(s)
	re approved by the shareholders through voting groups. The following statemed for each voting group entitled to vote separately on the amendment(s):	nent
	s cast for the amendment(s) was/were sufficient for approval	
by	(voting group)	
,	(voting group)	
☐ The amendment(s) was/wer action was not required.	re adopted by the board of directors without shareholder action and sharehold	der
The amendment(s) was/wer action was not required.	re adopted by the incorporators without shareholder action and shareholder	
May i Dated	17, 2016	
Signature _	When	
	by a director, president or other officer - if directors or officers have not been	
	elected, by an incorporator – if in the hands of a receiver, trustee, or other corpointed fiduciary by that fiduciary)	art
·	Michael Kroll	
	(Typed or printed name of person signing)	- .
	President and Chief Executive Officer	
	(Title of person signing)	

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 <u>not</u> 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 <u>not</u> 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

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.