

L37012

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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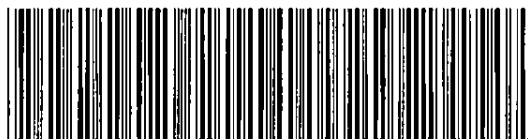
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BERLIN & DENYS, INC.

DOCUMENT NUMBER: L37012

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

Please return all correspondence concerning this matter to the following:

Gerard S. Denys c/o Joshua C. Wells
Name of Contact Person
Wright & Casey, P.A.
Firm/ Company
340 N. Causeway
Address
New Smyrna Beach, FL 32169
City/ State and Zip Code
gerard@berlindenys.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua C. Wells at (386) 428-3311
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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

BERLIN & DENY'S, INC.

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

L37012

(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)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

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 N/A

(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

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<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			_____

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

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(if not applicable, indicate N/A)

[illegible]

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.

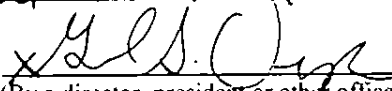
Adoption of Amendment(s) (CHECK ONE)

- ☒ 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 _____
(voting group)"

Dated September 25, 2024

Signature X 
(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)

GERARD S. DENYS

(Typed or printed name of person signing)

President / Director

(Title of person signing)

EXHIBIT "A"
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF BERLIN & DENYS, INC.

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is **BERLIN & DENYS, INC. (the "Corporation")**. The Corporation is organized under the laws of the State of Florida.

SECOND: Article XI of the Articles of Incorporation of the Corporation (the "Articles"), provide that the Articles may be amended by a majority vote of the Board of Directors of the Corporation.

THIRD: By the action of a majority vote of the Board of Directors of the Corporation, the Articles of this Corporation are hereby amended to replace Article IV so that, as amended, said Article IV shall read as follows:

ARTICLE IV
CAPITAL STOCK

The capital stock of the Corporation shall be divided into seventy-five hundred (7500) shares of common stock, each with One Dollar (\$1.00) par value (collectively, the "Shares").

The Shares shall consist of two classes of stock: CLASS A – voting common stock, and CLASS B – non-voting common stock. The number of Shares of each class of common stock shall be as follows:

10 shares of "CLASS A" voting common stock, \$1.00 par value per share ("Voting Common Stock").

7490 shares of "CLASS B" non-voting common stock, \$1.00 par value per share ("Non-Voting Common Stock").

Except as otherwise may be required by law or these Articles of Incorporation, as amended, each holder of CLASS A - Voting Common Stock shall have one vote per each share of Voting Common Stock held by the shareholder, on all matters voted upon by the shareholders of the Corporation.

The holders of CLASS B - Non-Voting Common Stock shall have no voting rights except as may be required by the Florida Business Corporation Act.

Except as set forth in this ARTICLE IV, the holders of both CLASS A - Voting Common Stock and CLASS B - Non-Voting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution or winding-up, and shall be entitled to receive dividends in the same amount per share and at the same time when, as and if declared by the Corporation's board of directors, and shall be identical in all other respects as to all other matters, except voting.

FOURTH: These Articles of Amendment to the Articles of Incorporation of **BERLIN & DENYS, INC.** were duly adopted by the board of directors of the Corporation, and ratified on the date indicated herein.

FIFTH: These Articles of Amendment to the Articles of Incorporation of **BERLIN & DENYS, INC.** were approved by the Corporation's shareholders entitled to vote thereon. The number of votes cast for the Articles of Amendment by the shareholders was sufficient for approval.

Executed on Sept. 25, 2024 by:

BERLIN & DENYS, INC.

A handwritten signature in black ink, appearing to read "Gerard S. Denys", is written over a horizontal line.

Gerard S. Denys
President / Sole Director