

L70890

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

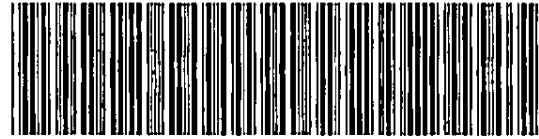
(Business Entity Name)

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R. WHITE

MAR 12 2018

18 MAR -7 AM 9:45
FILED
MAR 12 2018



Marc S. Stein
Attorney at Law
330.533.6195
mstein@brouse.com

March 1, 2018

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

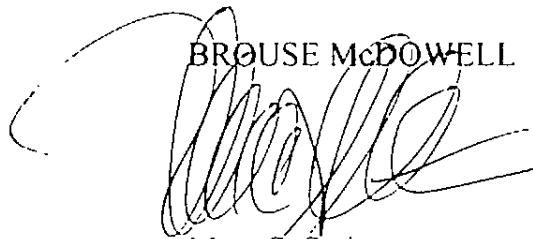
Re: Ply-Trim West, Inc.
Document No. L70890
Articles of Amendment to Articles of Incorporation

Dear Sir or Madam:

Please find enclosed Articles of Amendment to Articles of Incorporation to be filed on behalf of the above-referenced corporation. Also enclosed is our firm's check in the amount \$35.00 to cover your filing fee for same. Please file in the usual manner.

If you have any questions or should you require any further information, please do not hesitate to contact me. Thank you for your cooperation in this matter.

Very truly yours,


BROUSE McDOWELL
Marc S. Stein

MSS:ss
Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PLY-TRIM WEST, INC.

DOCUMENT NUMBER: L70890

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

Please return all correspondence concerning this matter to the following:

Marc S. Stein
Name of Contact Person
Brouse McDowell
Firm/ Company
6550 Seville Drive, Suite B
Address
Canfield, OH 44406
City/ State and Zip Code

mstein@brouse.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marc S. Stein at (330) 533-6195
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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

18 MAR -7 AM 9:45

PLY-TRIM WEST, INC.

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

L70890

(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:

N/A

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**)

7733 MARKHAM BEND PLACE

SANFORD, FL 32771

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

(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

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			_____
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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)

Replacing existing ARTICLE FIFTH with a new ARTICLE FIFTH changing the authorized capital of the corporation.

See attached Exhibit A setting forth new ARTICLE FIFTH.

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)

See Plan of Recapitalization attached as Exhibit B.

February 22, 2018

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 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 FEBRUARY 26, 2018

Signature Kathleen A. Hoffman

(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)

Kathleen A. Hoffman

(Typed or printed name of person signing)

Secretary

(Title of person signing)

EXHIBIT A

**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS OF
PLY-TRIM WEST, INC.
7733 MARKHAM BEND PLACE
SANFORD, FLORIDA 32771
FEBRUARY 22, 2018**

Pursuant to the authority of Florida law, the undersigned, being all of the Shareholders of this Corporation, do take and adopt the following action by our written consent:

WHEREAS, the Board of Directors has approved and adopted, subject to the Shareholders' approval, a Plan of Recapitalization of the Corporation, a copy of which is attached to the minutes of this meeting and hereby incorporated by reference; and,

WHEREAS, the Shareholders of this Corporation have determined that it is in the best interests of this Corporation to approve and adopt said Plan of Recapitalization;

WHEREAS, the Shareholders of this Corporation have determined that it is in the best interests of this Corporation to change the authorized capital of the Corporation.

NOW, THEREFORE, BE IT RESOLVED: that the Plan of Recapitalization presented to this meeting be, and it is hereby approved, and the Secretary of this Corporation be, and she hereby is, authorized and directed to execute the Plan of Recapitalization.

FURTHER, BE IT RESOLVED: that the Articles of Incorporation of the Corporation be, and they hereby are, amended by deleting the present ARTICLE FIFTH in its entirety, and inserting in its place and stead the following ARTICLE FIFTH:

"FIFTH: The maximum number of shares which the Corporation is authorized to have outstanding is One Thousand Five Hundred Fifty (1,550) shares, all of which shall be common shares without par value, and which shall consist of Fifty (50) Class A Voting Common Shares without par value (hereinafter referred to as "Class A Shares") and One Thousand Five Hundred (1,500) Class B Non-Voting Common Shares without par value (hereinafter referred to as "Class B Shares"). Shares without par value now or hereafter authorized may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part or proportion of the amount or amounts of consideration which shall be received by the Corporation shall be stated capital. Any and all shares without par value so issued, the consideration for which, as fixed by the Board of Directors, has been paid or delivered shall be fully paid and non-assessable.

The express terms and provisions of the shares of each class are as follows:

Any issued and outstanding Class A Share shall be of equal rank and identical in all respects with any issued and outstanding Class B Share, except that the Class A Shares shall exclusively possess all voting power of the Corporation (except as provided by law). Each of said Class A Shares shall be entitled to one (1) vote upon all matters presented to the Shareholders for vote, and the said Class B Shares shall possess no voting power and shall not be entitled to vote (except as provided by law). Where such voting power is provided the Class B Shares by law, each Class B Share shall be entitled to one (1) vote.

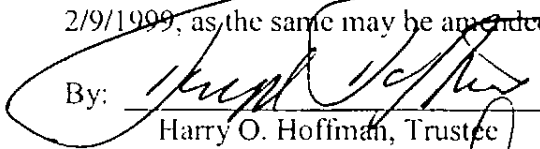
Each Class A Share and Class B Share, shall participate in the same amount per share in all dividends declared and paid upon the Corporation's shares, from earnings or otherwise, and in any distribution of the Corporation's shares, from earnings or otherwise, and in any distribution of the Corporation's assets upon the liquidation, dissolution or winding up of the Corporation, or otherwise.

Any holder of Class A Shares shall have the same proportionate interest in the assets of the Corporation as any holder of an equal number of Class B Shares."

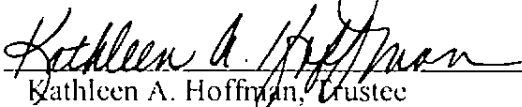
BE IT FURTHER RESOLVED: that the Secretary of this Corporation be, and she hereby is, authorized and directed to execute a Certificate of Amendment to the Articles of Incorporation and cause the latter to be filed with the Secretary of State of Florida as soon as practicable.

HARRY O. HOFFMAN FAMILY TRUST u/a/d
2/9/1999, as the same may be amended

By:



Harry O. Hoffman, Trustee

And:

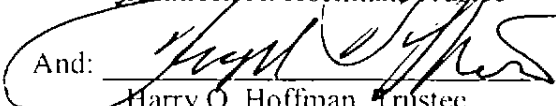

Kathleen A. Hoffman, Trustee

KATHLEEN A. HOFFMAN FAMILY TRUST
u/a/d 2/9/1999, as the same may be amended

By:


Kathleen A. Hoffman, Trustee

And:


Harry O. Hoffman, Trustee

BEING ALL OF THE SHAREHOLDERS OF
PLY-TRIM WEST, INC.

EXHIBIT B

PLAN OF RECAPITALIZATION **OF** **PLY-TRIM WEST, INC.**

The Board of Directors of Ply-Trim West, Inc., a Florida corporation (hereinafter referred to as "Corporation"), at a meeting held February 20, 2018, by unanimous written consent pursuant to the provisions of Florida law, voted to recommend to the Stockholders of the Corporation a plan for the recapitalization of the Corporation, as hereinafter set forth. At the same meeting, the Board of Directors also adopted a resolution setting forth a proposed amendment to the Articles of Incorporation, as hereinafter set forth, declaring its advisability and calling a special meeting of the Stockholders entitled to vote in respect thereof to be held on February 22, 2018, for the consideration of the proposed recapitalization plan and the said amendment.

I. PRESENT CAPITALIZATION

The authorized capitalization of the Corporation is Sixty (60) shares of no par value voting common stock, all of one (1) class. Of the authorized shares of common stock, the following numbers of shares are issued and outstanding, fully paid and non-assessable, in the hands of the following named Stockholders:

Harry O. Hoffman and Kathleen A. Hoffman, Trustees of the Harry O. Hoffman Family Trust u/a/d 2/9/99, as the same may be amended - - - 10.6 shares; and

Kathleen A. Hoffman and Harry O. Hoffman, Trustees of the Kathleen A. Hoffman Family Trust u/a/d 2/9/99, as the same may be amended - - - 9.4 shares.

II. THE PROPOSED PLAN OF RECAPITALIZATION

Pursuant to the proposed amendment to the Articles of Incorporation, a copy of which is attached hereto as Exhibit "A", the authorized capitalization will be amended to consist of: (i) Fifty (50) shares of no par value voting Class A common stock, and (ii) One Thousand Five Hundred (1,500) shares of no par value non-voting Class B common stock.

Under the proposed Plan, and after the proposed amendment to the Articles of Incorporation is accepted for filing by the Secretary of State of Florida, a dividend of twenty-five (25) shares of the Corporation's Class B non-voting common stock will be declared and paid, on or before April 15, 2018, upon each issued and outstanding share of the Corporation's Class A voting common stock.

In the considered unanimous opinion of the Board of Directors, the proposed Plan will promote both greater efficiency in the management of the Corporation's business and will be in the best interests of the Corporation and its Stockholders. The proposed Plan will give the Class A Stockholders, if they desire, a vehicle for giving or selling an interest in the assets and profits of the Corporation while still retaining voting control. The expenses incurred in carrying out the proposed Plan will be paid by the Corporation.

III. OFFER OF EXCHANGE

If the Stockholders approve the proposed amendment to the Articles of Incorporation and the change in the present authorized and issued shares of common stock, as contemplated by the Plan, when such amendment becomes effective, the Board of Directors will declare and authorize the payment of the stock dividend outlined in Section II above to the Stockholders.

IV. METHOD OF IMPLEMENTING PLAN

The proposed amendment to the Articles of Incorporation and the above-outlined Plan of Recapitalization will be presented for consideration at a special meeting of the Stockholders to be held February 22, 2018, by unanimous written consent pursuant to Florida law.

If the amendment and the Plan are approved by the Stockholders at such meeting, then once the amendment becomes effective by filing with the Secretary of State of Florida, the Board of Directors will declare and authorize the payment of the stock dividend outlined in Section II above. If the Amendment and the Plan are not approved by the Stockholders at such meeting, then the same shall be considered abandoned.

In the event that the Stockholders approve the proposed Plan, the Board of Directors, in its discretion, may require the Stockholders to submit their existing stock certificate(s) for re-designation as Class A voting common stock, or for surrender and cancellation, against the new Class A and Class B shares to be issued by the Board of Directors.

IN WITNESS WHEREOF, Ply-Trim West, Inc., pursuant to authority duly given by its Board of Directors, has caused this Plan of Recapitalization to be duly executed on February 20, 2018, by its Secretary.

WITNESSES:

PLY-TRIM WEST, INC.

BY:

Kathleen A. Hoffman, Secretary

Print Name:

Kathleen A. Hoffman

Print Name:

Harry Thomas