FROM: 3059281116 Page: 1

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H24000217240 3)))



H240002172403ABOW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.

Doing so will generate another cover sheet.

To:

Division of Corporations

fax Number

: (850)617-6380

From:

Account Name : BERGER-SINGERMAN-LLP-MIAMI

Fax Number : (305)714-4340

**Enter the email address for this business entity to be used for future.

annual report mailings. Enter only one email address please. **

Email	Address:	 	 	

COR AMND/RESTATE/CORRECT OR O/D RESIGN J. D. RUFFIN ASSOCIATES, INC.

0.21,2.22			
Certificate of Status	0		
Certified Copy	1		
Page Count	03		
Estimated Charge	\$43.75		

Second Request Please provide original submission date on June 24, 2024.

Thanks

Electronic Filing Menu

Corporate Filing Menu



i. UJ

H24000217240 3

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF J.D. RUFFIN ASSOCIATE, INC. a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, J.D. RUFFIN ASSOCIATES, INC., a Florida corporation (the "Corporation"), document number M09066, that filed its Articles of Incorporation (l/k/a Certificate of Incorporation) with the Florida Department of State on December 14, 1984, hereby adopts the following amendment to its Articles of Incorporation:

1. The Corporation's Articles of Incorporation are hereby amended by deleting Article III thereof, as amended prior to the date hereof, in its entirety and inserting a new Article III to read as follows:

"ARTICLE III.

The corporation is authorized to issue fifty thousand (50,000) shares of capital stock, consisting of five thousand (5,000) shares of Class A Voting Common Stock, par value of \$0.001 per share (the "Class A Voting Common Stock"), and forty-five thousand (45,000) shares of Class B Nonvoting Common Stock, par value of \$0.001 per share (the "Class B Non-Voting Common Stock").

Effective the date that these Articles of Amendment are filed with and accepted for filing by the Department of State of the State of Florida (the "Effective Date"), and without any other or further action on the part of the corporation or the holder(s) of its issued and outstanding shares of common stock, or the holders of any options, warrants or rights with respect to such shares, each share of the authorized, issued and outstanding common stock, \$1.00 value, of the corporation (the "Existing Common Shares"), and each Existing Common Share which is subject to any such options, warrants or rights, in each case which is issued and outstanding immediately prior to the Effective Date, shall be changed into and reclassified as (i) one (1) share of Class A Voting Common Stock of the corporation, and (ii) nine (9) shares of Class B Non-Voting Common Stock of the corporation. From and after the Effective Date, each stock certificate that immediately before the Effective Date represented (and each agreement or instrument which immediately before the Effective Date represented options, warrants or rights with respect to) Existing Common Shares shall, as of and following the Effective Date, without any action on the part of the corporation or the holder(s) of such shares (or holders of or persons entitled to any such options, warrants or rights), represent the number of whole shares of Class A Voting Common Stock and Class B Non-Voting Common Stock, as applicable, into which the Existing Common Shares represented by such certificate are changed and reclassified hereunder; provided, however, that each person holding of record a

2021 1111 24 AH 10:

H24000217240 3

stock certificate or certificates that represented Existing Common Shares immediately prior to the Effective Date shall be entitled to receive, upon surrender of each such certificate or certificates (or provision of a lost certificate affidavit and indemnity, if applicable, in form acceptable to the corporation pursuant to the corporation's bylaws), one or more new certificates evidencing and representing the number of whole shares of Class A Voting Common Stock and Class B Non-Voting Common Stock, as applicable, to which such person is entitled hereunder. Accordingly, and in view of the foregoing, as of the Effective Date, the corporation shall have 50,000 shares of common stock issued and outstanding, 5,000 of which shares shall be Class A Voting Common Stock and 45,000 of which shares shall be Class B Non-Voting Common Stock.

To the fullest extent allowed by law, the holders of the Class A Voting Common Stock shall exclusively possess all of the voting and consensual rights available to the shareholders of the corporation, including, but not limited to, the exclusive rights to elect the Board of Directors of the corporation and to vote upon (or give consents with respect to) any other matter properly coming before the shareholders of the corporation for ratification or approval. Except as otherwise required by law, the holders of Class B Nonvoting Common Stock shall not have any rights to vote or grant consents with respect to the election of the Board of Directors of the corporation or any other matter coming before the shareholders of the corporation for ratification or approval. Except with respect to voting and consensual rights as set forth herein, the Class A Voting Common Stock and the Class B Nonvoting Common Stock shall be identical with respect to all rights, including, but not limited to, dividends and liquidating distributions.

The holder of each share of the Class A Voting Common Stock of the corporation will be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders for each share of Class A Voting Common Stock held of record by such holder as of the record date for such meeting."

2. This amendment was approved by action by written consent of all the directors and all the shareholders of the Corporation dated as of the 24th day of June, 2024. The number of votes cast for the amendment by the shareholder was sufficient for approval.

[Signature Page to Follow]

2017 11114 2 L AH 10:

1. 00

H24000217240 3

The undersigned has executed these Articles of Amendment as of the 24th day of

J.D. RUFFIN ASSOCIATES, INC., a Florida corporation

Jehan Ruffin, Bresident

2024 JUN 24 AH 10: 1