

P00000083027

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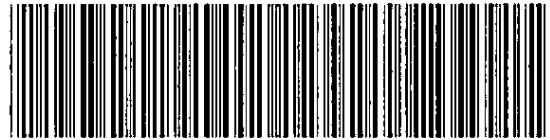
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LobbyTools, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

John Iarussi
Name of Contact Person
LobbyTools, Inc.
Firm/ Company
230 Thomasville Road, Suite 200
Address
Tallahassee, FL 32303
City/ State and Zip Code
backoffice@lobbytools.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Iarussi at (850) 321-2044
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

23 OCT 10 PM 12:26

LobbyTools, Inc.

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

P00000083027

(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

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			_____

E. If amending or adding additional Articles, enter change(s) here:

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

Article III

The amount of common stock authorized is One Hundred Forty-Three Million Two Hundred Thousand Dollars

(\$143,200,000) divided into 5,000,000 shares of stock at a par value of twenty-eight dollars

sixty-four cents (\$28.64) per share.

Please see Attached "Articles of Amendment".

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)

N/A

October 5, 2023

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 _____

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)

(Typed or printed name of person signing)

(Title of person signing)

EXHIBIT A
ARTICLES OF AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
OF
LOBBYTOOLS, INC.

Pursuant to the provisions of Sections 607.1006 and 607.10025 of the Florida Business Corporation Act, LobbyTools, Inc., a Florida corporation, hereby adopts the following Articles of Amendment to its Restated Articles of Incorporation:

1. The name of the corporation is LobbyTools, Inc. (the "Corporation").
2. These Articles of Amendment have been adopted and approved in connection with a share division pursuant to Section 607.10025 of the Florida Business Corporation Act, pursuant to which each issued share of common stock, par value \$28.64 per share, of the Corporation ("Common Stock") will be divided into ten shares of Common Stock. The resolutions approving the share division and these Articles of Amendment were adopted by the Board of Directors of the Corporation (the "Board") on October 5, 2023. The division and these Articles of Amendment will be effected without shareholder approval, which was not required pursuant to Section 607.10025(2) of the Florida Business Corporation Act. The total number of authorized shares of Common Stock authorized prior to these Articles of Amendment was 500,000. The total number of authorized shares of Common Stock authorized pursuant to these Articles of Amendment is 5,000,000.
3. Pursuant to the Stock Split, each shareholder of record of Common Stock of the Corporation as of the close of business on October 5, 2023 (the "Record Date") shall receive nine (9) additional shares of Common Stock for every one (1) share of Common Stock held by such shareholder as of the close of business on the Record Date, such that, immediately following the Stock Split, each such shareholder shall hold of record ten (10) shares of Common Stock for each one (1) share of Common Stock held by such shareholder immediately prior to the Stock Split.
4. These Articles of Amendment do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series or result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.
5. Per Section 607.10025 of the Florida Business Corporation Act, shareholder action was not required to approve and adopt these Articles of Amendment.
6. These Articles of Amendment, as adopted by the Board and effected hereby, amend the text of Article III of the Amended and Restated Articles of Incorporation by amending the in the first two lines of Article III, as it pertains to the Common Stock of LobbyTools, Inc, as follows:

ARTICLE III

"The amount of common stock authorized is One Hundred Forty-Three Million Two Hundred Thousand Dollars (\$143,200,000) divided into 5,000,000 shares of stock at a par value of twenty-eight dollars and sixty-four cents (\$28.64) per share."

7. Except as provided for above, the Restated Articles of Incorporation, as previously amended to the date of these Articles of Amendment, shall remain unchanged.

8. The share division and these Articles of Amendment shall become effective at 5:00 P.M. Eastern Time on October 5, 2023.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name by the undersigned duly authorized officer of the Corporation, as of this 5th day of October 2023.

LOBBYTOOLS, INC.

By: 

Name: John D. Iarussi
Title: Chairman/CEO
Date: 10/5/2023